

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Notice is individually directed to existing members of the Company ("**Members**") and does not constitute an offer to any person or to the public generally to subscribe for or otherwise acquire any securities of the Company.

Investors and prospective investors should make their own investigation of the proposals set out in this Notice, including the merits and risks involved. Nothing in this Notice constitutes legal, tax, financial or other advice, and investors and prospective investors should consult their own professional advisers.

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, fund manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you sell or have sold or otherwise transferred all of your shares in the capital of EN+ GROUP PLC (the "**Company**"), please send this document and the accompanying other documents, as soon as possible, to the purchaser or transferee or agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you sell or have sold or otherwise transfer or have transferred only some of your holding of shares in the Company, you should contact the person through whom the sale or transfer was effected as to the action you should take.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Certain documents and disclosures contained in this Notice, including the Charter (as defined below) in Schedule 1 and the document titled "Decision on Issuance of Shares" in Schedule 2 of this Notice, are Russian language documents that have been translated into English for informational purposes only. Neither the Company nor any of its directors, officers, agents, employees or advisors take any responsibility for, or will accept any liability whether direct or indirect, express or implied, contractual, tortious, statutory or otherwise, in respect of, the accuracy and completeness of the translations or the information or opinions contained herein, or for any errors, omissions or misstatements contained herein or for any loss, howsoever arising, out of the use of the such translations and the information contained herein. Investors and prospective investors are advised to review the Russian language versions of such documents (the Russian version of the Charter can be found alongside the English translation in Schedule 1 and a Russian version of the "Decision on Issuance of Shares" can be found on the Company's website - [insert website link].)

## STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Notice includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this Notice and include statements regarding the intentions, beliefs or current expectations of the

directors of the Company. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance.

You should assume that the information appearing in this Notice is current only as of the date hereof, being the latest practicable date prior to publication of this document, unless otherwise stated. The business, financial condition, results of operations and prospects of the Company may change. Except as required by law or applicable regulation, the Company does not undertake any obligation to update any forward-looking statements, even though the situation of the Company may change in the future.

All of the information presented in this Notice, and particularly the forward-looking statements, are qualified by these cautionary statements.

You should read this Notice completely and with the understanding that actual future results of the Company may be materially different from what the directors of the Company expect.



## EN+ GROUP PLC

*(Incorporated under the laws of Jersey with registered number 91061)*

**(the “Company”)**

### NOTICE OF GENERAL MEETING

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Notice is hereby given that a general meeting (the “**GM**”) of EN+ GROUP PLC (the “**Company**”) will be held at The Peninsula Paris, 19 Avenue Kléber, Paris, France on 20 December 2018 at 10.00 a.m. (Paris time) for the purposes of considering and, if thought fit, passing, with or without amendment, the following resolutions which shall be proposed as special and ordinary resolutions as indicated below:

#### ORDINARY RESOLUTION 1

“That the Members hereby acknowledge as follows:

- (a) Following the imposition of the OFAC sanctions on 6 April 2018, the Company announced that its primary focus remained on the maintenance of its operations and the protection of the interests of all of its investors (including holders of global depository receipts (“**GDRs**”) and partners.
- (b) In pursuit of the key priorities mentioned above, the board of directors of the Company (the “**Board**”) on 18 May 2018 unanimously endorsed a plan, initially announced on 27 April 2018, providing for both the reduction of Mr. Deripaska's shareholding below 50% and the appointment of certain new directors such that the Board will comprise of a majority of newly appointed independent directors (such plan which has come to be known as the “**Barker Plan**”). The Barker Plan has been further communicated to OFAC.
- (c) The implementation of the Barker Plan is in the best interests of the Company and of utmost significance as upon implementation it is expected that this will result in the lifting of the OFAC sanctions as these apply to the Company.”

#### ORDINARY RESOLUTION 2

“That Lord Barker, as the independent chairman of the Board, as part of the implementation of the Barker Plan, is entitled to select and nominate up to seven individuals who are to be appointed by the Board in accordance with article 16.8 of the existing articles of association (the “**Articles**”) to serve as non-executive directors. Any actions previously taken by Lord Barker in this regard are hereby ratified and endorsed by the Members.”

## SPECIAL RESOLUTION 1

“That the application by the Company to the Jersey Financial Services Commission (the “**JFSC**”) pursuant to Article 127T of the Companies (Jersey) Law 1991 (the “**Jersey Companies Law**”) for continuance of the Company out of Jersey be and is hereby approved (the “**Jersey Application**”).”

## SPECIAL RESOLUTION 2

“That the application by the Company to the Russian Federal Tax Service (through the Ministry of Economic Development of the Russian Federation) in the Russian Federation (“**Russia**” or the “**Russian Federation**”) for continuance as a company established under the laws of Russia be and is hereby approved (the “**Russian Application**”).”

## SPECIAL RESOLUTION 3

“That the Company alters its memorandum of association (the “**Memorandum**”) and its Articles by adopting the charter of the Company (the “**Charter**”) as the Charter in place of the present Memorandum and Articles, with effect from the date of registration of the Company in the Unified State Register of Legal Entities of the Russian Federation. The Charter is approved in the form circulated, such form which has been signed by a director of the Company for identification purposes and circulated with this Notice as Schedule 1, subject to such amendments as may be considered necessary or desirable and is approved by the Board or any one director of the Company (as the case may be).

Included in the Charter are the following provisions:

- (a) the par value of the Company’s ordinary shares shall be denominated in United States Dollars (“**Dollars**”);
- (b) the Company's charter capital shall be divided into 571,428,572 ordinary shares with a par value of 0.00007 Dollars each (although this is subject to change should the Company issue any further shares prior to the Charter being finalised and filed);
- (c) the aggregate amount of the Company’s charter capital shall be 40,000 Dollars (although this is subject to change should the Company issue any further shares prior to the Charter being finalised and filed);
- (d) the governing law (*lex societatis*) of the Company will be Russian law; and
- (e) the Company's registered office will be located in Oktyabrsky Island of Kaliningrad in the Kaliningrad Region of Russia.”

## SPECIAL RESOLUTION 4

“With effect from the date of registration of the Company in the the Unified State Register of Legal Entities of the Russian Federation, that the Company is authorised to change its name as follows:

- (a) the full name of the Company in Russian to be: Международная компания публичное акционерное общество «ЭН+ ГРУП»;
- (b) the short name of the Company in Russian to be: МКПАО «ЭН+ ГРУП»;
- (c) the full name of the Company in English to be amended to: EN+ GROUP International public joint-stock company;

- (d) the short name of the Company in English to be amended to: EN+ GROUP IPJSC.”

### ORDINARY RESOLUTION 3

“In order to proceed with the continuance of the Company, that:

- (a) the Company is authorised to allot and issue 571,428,572 ordinary shares of 0.00007 Dollars each in the capital of the Company (or such amended number of shares should the Company issue any further shares prior to the Charter being finalised and filed) (the “**Migration Shares**”);
- (b) the Migration Shares shall be issued to the existing Members pro rata to the their existing shareholding in the Company as part of the continuance process;
- (c) the full terms applicable to the Migration Shares shall be set out in a document titled “Decision on Issuance of Shares”, a copy of which has been circulated with this Notice as Schedule 2;
- (d) the Decision on Issuance of Shares is hereby approved;
- (e) the Board is hereby authorised to approve the prospectus in connection with the issue of the Migration Shares; and
- (f) the Board is hereby authorised to do all other such acts and things as might in its discretion be necessary or desirable for the purposes of giving effect to the issue of the Migration Shares, including approving the issue of such number of shares as may be required prior to the finalisation of the Charter and making such non-material amendments to the “Decision on Issuance of Shares” (including for the avoidance of doubt amending the number of shares) as may be required.”

### RECOMMENDATION

All of the directors of the Company consider that all of the resolutions proposed at the GM as contained in this Notice are in the best interests of the Company and the Members as a whole.

Accordingly, the directors unanimously recommend that you vote in favour of all of the resolutions, as they intend to do or procure to be done (so far as is within their power and control) in respect of their own and their connected persons' beneficial holdings in the Company.

### OBJECTION

Any Member of the Company who objects to the Jersey Application may (other than a member who consented to or voted in favour of it), prior to the expiration of the period of 21 days following the date of the approval of the last of the resolutions of the Company which are required for the continuance<sup>1</sup>, apply to the Royal Court of Jersey for an order under Article 143 of the Jersey Companies Law on the ground that the proposed continuance would unfairly prejudice his or her interests.

### PROXY VOTING

Members who do not intend to be present in person or (in the case of a corporate Member) by a corporate representative at the GM, but wish to vote on the resolutions to be considered at the GM, are requested to complete and return the enclosed form of proxy to the Company's registered office

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<sup>1</sup> That is Special Resolution 2 of the current GM.

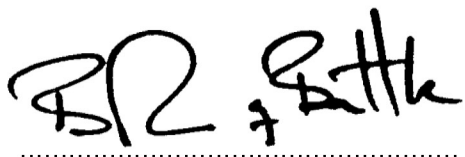
at 44 Esplanade, St Helier, Jersey, JE4 9WG, or alternatively by email to ENPlusTeam@intertrustgroup.com by 10.00 a.m. (Paris time) on 20 December 2018.

#### **ACCOMPANYING DOCUMENTS**

The following documents are circulated together with this Notice:

1. The Charter, signed by a director of the Company for identification purposes, as Schedule 1.
2. The Decision on Issuance of Shares, as Schedule 2.
3. A summary of the proposed Russian Application, as Schedule 3.
4. A general description of the continuance process, as Schedule 4.
5. A form of proxy (together with proxy instructions and notes).

**Dated:** 30 November 2018



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By order of the board of directors of

**EN+ GROUP PLC**

**Rt Hon Lord Barker of Battle**

*Chairman*

## **FURTHER INFORMATION ON THE PROPOSED RESOLUTIONS**

### **Ordinary Resolution 1 – Acknowledgement of the Barker Plan**

Ordinary Resolution 1 has been proposed to record the Members' acknowledgement of certain aspects of the Barker Plan and their implementation.

### **Ordinary Resolution 2 – Appointment of Directors**

The directors intend to exercise the powers conferred on them under article 16.8 of the Articles to appoint additional directors. Ordinary Resolution 2 has been proposed for the Members to expressly authorise Lord Barker, as the independent chairman of the Board, to select and nominate the individuals who are to be appointed as independent non-executive directors of the Company in accordance with the Barker Plan, and to ratify the actions previously taken by Lord Barker in this regard.

### **Special Resolution 1 – Approval of the Jersey Application**

The Jersey Application is required in order to comply with the Jersey law requirements for continuance of the Company out of Jersey. See Schedule 4 for further details on the continuance generally.

### **Special Resolution 2 – Approval of the Russian Application**

The Russian Application is required in order to comply with the Russian law requirements for continuance of the Company in Russia. See Schedule 3 for a summary of the proposed Russian Application and Schedule 4 for further details on the continuance generally.

### **Special Resolution 3 – Adoption of the Charter of the Company**

The adoption of the Charter is required as part of the continuance of the Company in Russia. The Charter will replace the Memorandum and the Articles as the constitutional documents of the Company. Certain changes to the Company's share capital and governing law are required as part of the continuance of the Company in Russia. Further, Russian law requires these changes to be expressly approved by the Members. Special Resolution 3 has accordingly been prepared to satisfy the applicable legal requirements.

You are strongly advised to review the new version of the draft Charter set out in Schedule 1 in full as the legislation of the Russian Federation is different from the Jersey law. Notwithstanding the foregoing, please also refer to Schedule 4 of this Notice for a general comparison of the Company's proposed corporate governance position and the rights under the Articles and the Charter.

It is to be noted that under Russian law the charter capital of the Company shall be calculated as the sum of the par value of all of the Company's issued shares (which, if the resolution is effective, will be 571,428,572 ordinary shares, although this number remains subject to change should the Company issue additional shares). According to applicable Russian law and regulations, a foreign entity (which is what the Company will be before completion of the continuance), that is a corporate business entity which has passed a resolution to change its governing law, may become an international company. Further, the international company status shall be granted concurrently with the official registration of the continued entity in the Russian register of legal entities (the Unified State Register of Legal Entities) as a foreign entity, which:

- 1) carries on its business in multiple countries, including Russia, through its directly or indirectly controlled branches or representative offices (or other standalone subdivisions);
- 2) has made a request to enter into an agreement to act as a participant of a special administrative region as defined in the Russian law on special administrative regions (the “**SAR**”);
- 3) has assumed obligations to invest in Russia, including based on its statement of intention to invest in Russia, a special investment contract, concession agreement, public private (municipal private) partnership agreement or any other agreement;
- 4) is registered (established) in a member state or an observer state of the Financial Action Task Force on Money Laundering (FATF) and / or a member of the Council of Europe Committee of Experts on the Evaluation of Anti-Money Laundering Measures and the Financing of Terrorism (MONEYVAL).

The Company is able to meet all these requirements. Accordingly, the Members are requested to approve the change to the governing law of the Company from the law of the Bailiwick of Jersey to the law of the Russian Federation.

After continuance in Russia the Company is only permitted to have its registered office in a special administrative region. The Company intends to move the registered office to the Oktyabrsky Island of Kaliningrad in the Kaliningrad Region. Russian law requires the Members to approve this change of registered office.

#### **Special Resolution 4 – Change of the Company's Name**

As part of the continuance the Board has determined to change the name of the Company. Special Resolution 4 is required to authorise this name change.

#### **Ordinary Resolution 3 – Approval of Issue of Shares**

According to applicable Russian laws and regulations, in order to proceed with the continuance of the Company, the Company is required to register the issuance of shares of the Company (the “**Migration Shares**”) with the Bank of Russia and the Members are expressly required to approve the Decision on Issuance of Shares and to authorise the Board to approve the prospectus and also to do all other such acts and things as might in their discretion be necessary or desirable for the purposes of giving effect to the issue of the Migration Shares, including approving the issue of such number of shares as may be required prior to the finalisation of the Charter and making such non-material amendments to the Decision on Issuance of Shares (including for the avoidance of doubt amending the number of shares) as may be required. Ordinary Resolution 3 has been proposed to enable the Members to provide the necessary authorisations.



## NOTES TO THE NOTICE OF GENERAL MEETING

### 1 Proxies

- 1.1 A Member entitled to attend and vote at the general meeting (the “GM”) may appoint proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Member's voting rights.
- 1.2 A blank proxy form is attached. Please consider carefully the conditions attaching to appointment of a proxy.
- 1.3 Proxy forms in hard copy must be delivered to the registered office of the Company at 44 Esplanade, St Helier, Jersey, JE4 9WG. Please see the conditions attaching to the appointment of a proxy for the time of such delivery.
- 1.4 Alternatively, a proxy form may be delivered electronically by sending a scanned PDF version of the original by email to this address: ENPlusTeam@intertrustgroup.com. Once again, please see the conditions attaching to the appointment of a proxy for the time of such delivery.

### 2 Record Date

- 2.1 Members registered in the register of members of the Company as at 1 p.m. (London time) on 4 December 2018 shall be entitled to attend or vote at the GM in respect of the shares registered in their name at that time. Changes to entries on the register of members after 1 p.m. (London time) on 4 December 2018 will be disregarded in determining the rights of any person to attend or vote at the GM.

### 3 Voting Instructions regarding GDRs

- 3.1 Holders of the GDRs can instruct Citibank N.A. (the “Depository”) as to the voting of the ordinary shares represented by such GDRs through the forms provided, and in accordance with the requirements established by the Depository. The Depository will submit tabulated votes and the member registration details received to the local custodian, Citibank Hong Kong, for consideration at the GM.

### 4 Corporate Representative

- 4.1 A corporate Member may authorise a person or persons to act as its representative(s) at the GM. Each such representative may exercise (on behalf of the corporate Member) the same powers as the corporate Member could exercise if they were an individual Member in the Company, provided that they do not do so in relation to the same shares. A corporate Member wishing to act by a duly authorised representative must identify that person to the Company by notice in writing (which may be by hard copy or electronically), such notice to be delivered to the Company not less than 48 hours before the meeting, in the case of a hard copy - by delivery of such notice to the Company's registered office, 44 Esplanade, St Helier, Jersey, JE4 9WG, and in the case of electronic delivery - by sending a scanned PDF version of the original by email to this address: ENPlusTeam@intertrustgroup.com).

### 5 Total Voting Rights

- 5.1 Holders of the Company's shares are entitled to attend and vote at the GM. Each share entitles the holder to one vote on a poll. As at 29 November 2018, being the latest practicable

date prior to the publication of this Notice, the Company had 571,428,572 shares in issue. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 29 November 2018 are 571,428,572.

**6 Voting at the GM**

- 6.1 Each of the resolutions to be put to the GM will be voted on by way of a poll and not by a show of hands. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

**7 Information available on the website**

- 7.1 A copy of this Notice has been published and is available at <http://www.enplus.ru/en/investsors/egm.html>.

**8 Communication**

- 8.1 Except as provided above, Members who have general queries about the GM should either send an email to the registrar at this address: [ENPlusTeam@intertrustgroup.com](mailto:ENPlusTeam@intertrustgroup.com); or write to the registrar of the Company at 44 Esplanade, St Helier, Jersey, JE4 9WG. No other methods of communication will be accepted.

**APPROVED**

**УТВЕРЖДЕН**

By resolution of shareholders dated

Решением акционеров

\_\_\_\_\_  
\_\_\_\_\_  
2018 Minutes No \_

\_\_\_\_\_  
\_\_\_\_\_  
2018 года Протокол № \_

## **CHARTER**

**EN+ GROUP INTERNATIONAL  
PUBLIC JOINT-STOCK COMPANY**

**(EN+ GROUP IPJSC)**

## **У С Т А В**

**МЕЖДУНАРОДНАЯ КОМПАНИЯ  
ПУБЛИЧНОЕ АКЦИОНЕРНОЕ  
ОБЩЕСТВО «ЭН+ ГРУП»**

**(МКПАО «ЭН+ ГРУП»)**

*BR, Gthk*

**2018**

**2018 год**

## 1. GENERAL PROVISIONS

- 1.1 Foreign legal entity EN+ GROUP PLC
- 1.1.1 established in the British Virgin Islands on April 30, 2002;
- 1.1.2 registered in Jersey on August 25, 2005;
- 1.1.3 adopted on [date] the resolution on change of its governing law and registration in a special administrative region of the Russian Federation;

in connection with the said resolution, became EN+ GROUP International public joint-stock company (hereinafter referred to as the “**Company**”), registered in accordance with the procedure established by the laws of the Russian Federation, in accordance with the Federal Law of the Russian Federation “On International Companies”.

- 1.2 The Company may have civil rights and bear civil obligations necessary for performance of any activity consistent with the federal laws. From the date of state registration in the Russian Federation, the Company holds the rights and bears the obligations attributed to the foreign legal entity that made the resolution to change its governing law.
- 1.3 The purpose of the Company's activities is to make profit in the interests of the Company and its shareholders.
- 1.4 The Russian law becomes the governing law of the Company from the date of its state registration in the Russian Federation. The shareholders of foreign entity EN+ GROUP PLC become shareholders of the Company and their participation rights in the Company and the duties related to such participation with respect to the Company

## 1. ОБЩИЕ ПОЛОЖЕНИЯ

- 1.1 Иностранное юридическое лицо EN+ GROUP PLC (ЭН+ ГРУП ПЛС)
- 1.1.1 созданное на Британских Виргинских островах 30 апреля 2002 года;
- 1.1.2 зарегистрированное в Джерси 25 августа 2005 года;
- 1.1.2 принявшее [дата] решение об изменении своего личного закона и регистрации в специальном административном районе Российской Федерации;

стало в связи с указанным решением Международной компанией публичным акционерным обществом «ЭН+ ГРУП» (далее – «**Общество**»), зарегистрированным в порядке, установленном законодательством Российской Федерации, в соответствии с Федеральным законом «О международных компаниях».

- 1.2 Общество может иметь гражданские права и нести гражданские обязанности, необходимые для осуществления любых видов деятельности, не запрещенных федеральными законами. С даты государственной регистрации в Российской Федерации Обществу принадлежат права и оно несет обязанности, которые имеются у иностранного юридического лица, принявшего решение об изменении личного закона.
- 1.3 Целью деятельности Общества является извлечение прибыли в интересах самого Общества и его акционеров.
- 1.4 Личным законом Общества с даты его государственной регистрации в Российской Федерации становится российское право. Акционеры иностранного юридического лица EN+ GROUP PLC (ЭН+ ГРУП ПЛС) становятся акционерами Общества и их права участия и связанные с таким

are retained to the same extent as they were with respect to the foreign legal entity EN+ GROUP PLC.

участием обязанности сохраняются в том же объеме, который они имели в иностранном юридическом лице EN+ GROUP PLC (ЭН+ ГРУП ПЛС).

1.5 All decisions made by the Company's corporate bodies before the date of its state registration in the Russian Federation are valid and retain their full effect after the state registration of the Company in the Russian Federation.

1.5 Все решения принятые органами управления Общества до даты его государственной регистрации в Российской Федерации являются действительными и сохраняют свою силу в полном объеме после государственной регистрации Общества в Российской Федерации.

1.6 The Company shall hold legal title for its separate assets included in its independent balance sheet; it can, on its own behalf, acquire and exercise property rights and personal non-property rights, perform duties, act as a plaintiff and defendant in court.

1.6 Общество имеет в собственности обособленное имущество, учитываемое на его самостоятельном балансе, может от своего имени приобретать и осуществлять имущественные и личные неимущественные права, нести обязанности, быть истцом и ответчиком в суде.

1.7 The Company will have a round seal with its name in the Russian language and the indication of the Company's location. The Company has stamps and letterheads with its own brand name, as well as registered trademarks in the established procedure. The Company shall have the right to have its own logo and other means of identification.

1.7 Общество имеет круглую печать, содержащую его наименование на русском языке и указание на место его нахождения. Общество имеет штампы и бланки со своим фирменным наименованием, а также зарегистрированные в установленном порядке товарные знаки. Общество вправе иметь собственную эмблему и другие средства индивидуализации.

1.8 The Company may participate in and establish commercial organizations in the Russian Federation and abroad.

1.8 Общество может участвовать и создавать на территории Российской Федерации и за ее пределами коммерческие организации.

1.9 The Company may voluntarily unite in alliances, associations as well as be a member, founder, participant of other non-profit organisations both in and outside the Russian Federation.

1.9 Общество может на добровольных началах объединяться в союзы, ассоциации, а также быть членом, учредителем, участником других некоммерческих организаций, как на территории Российской Федерации, так и за ее пределами.

1.10 The Company was set up to be without limitation of life term.

1.10 Общество создано без ограничения срока существования.

## **2. NAME AND LOCATION OF THE COMPANY**

## **2. НАИМЕНОВАНИЕ И МЕСТО НАХОЖДЕНИЯ ОБЩЕСТВА**

2.1	The full firm name of the Company in the Russian language is: Международная компания публичное акционерное общество «ЭН+ ГРУП».	2.1	Полное фирменное наименование Общества на русском языке: Международная компания публичное акционерное общество «ЭН+ ГРУП».
2.2	The short firm name of the Company in the Russian language is: МКПАО «ЭН+ ГРУП».	2.2	Сокращенное фирменное наименование Общества на русском языке: МКПАО «ЭН+ ГРУП».
2.3	The full name of the Company in the English language is: EN+ GROUP International public joint-stock company.	2.3	Полное фирменное наименование Общества на английском языке: EN+ GROUP International public joint-stock company.
2.4	The Company's short firm name in English is: EN+ GROUP IPJSC.	2.4	Сокращенное фирменное наименование Общества на английском языке: EN+ GROUP IPJSC.
2.5	The Company's registered office is: Russian Federation, Kaliningrad Region, Kaliningrad, Oktyabrsky Island. The Company's address is specified in the Unified State Register of Legal Entities.	2.5	Место нахождения Общества: Российская Федерация, Калининградская область, город Калининград, остров Октябрьский. Адрес Общества указан в Едином государственном реестре юридических лиц.
2.6	The Company's registered office is the address of the place of its state registration. The Company shall be registered at the place of its permanent sole executive body.	2.6	Место нахождения Общества определяется местом его государственной регистрации. Государственная регистрация Общества осуществляется по месту нахождения постоянно действующего единоличного исполнительного органа Общества.
<b>3.</b>	<b>THE COMPANY'S RESPONSIBILITY</b>	<b>3.</b>	<b>ОТВЕТСТВЕННОСТЬ ОБЩЕСТВА</b>
3.1	The Company is held liable for its obligations with all its assets.	3.1	Общество несет ответственность по своим обязательствам всем принадлежащим ему имуществом.
3.2	The Company shall not be liable for the obligations of its shareholders.	3.2	Общество не отвечает по обязательствам своих акционеров.
<b>4.</b>	<b>SHARE CAPITAL AND SHARES OF THE COMPANY</b>	<b>4.</b>	<b>УСТАВНЫЙ КАПИТАЛ И АКЦИИ ОБЩЕСТВА</b>
4.1	The nominal value of the Company's shares is expressed in US dollars. The Company's share capital is divided into 571,428,572 ordinary shares with the nominal value of USD 0.00007 each.	4.1	Номинальная стоимость акций Общества выражается в долларах США. Уставный капитал Общества разделен на 571 428 572 обыкновенных акций номинальной стоимостью 0.00007 долларов США каждая.

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| 4.2 | The Company's share capital is expressed in USD and is equal to 40,000 USD.   | 4.2 | Размер уставного капитала Общества выражен в долларах США и равен 40 000 долларов США.   |
| 4.3 | The Company's shares are non-certificated registered securities. Rights of the security holders to their shares of the Company are certified by entries in the accounts with the register holder, or, if the rights to the Company's shares are recorded with the depository, by records on the custody accounts with depositories.   | 4.3 | Акции Общества являются бездокументарными именными ценными бумагами. Права владельцев на акции Общества удостоверяются записями на лицевых счетах у держателя реестра или в случае учета прав на акции в депозитарии – записями по счетам депо в депозитариях.   |
| 4.4 | The Company does not stipulate the limitation of the shares number belonging to one shareholder, their total nominal value, as well as the maximum number of votes provided to one shareholder. The shareholders shall have no pre-emptive right to purchase the Company's shares, with exception to the pre-emptive right to purchase placed by the Company equity-grade and other securities converted to shares placed by offering in an amount proportional to the quantity of the Company's shares of this category (type) that they hold. | 4.4 | В Обществе не предусмотрено ограничение количества акций, принадлежащих одному акционеру, их суммарной номинальной стоимости, а также максимального числа голосов, предоставляемых одному акционеру. Акционерам не предоставляется право преимущественного приобретения акций Общества, кроме преимущественного приобретения размещаемых Обществом посредством подписки дополнительных акций и иных ценных бумаг, конвертируемых в акции, в количестве, пропорциональном количеству принадлежащих им акций Общества этой категории (типа). |
| 4.5 | In addition to the placed shares the Company announces (has the right to place) 142,857,142.286 ordinary registered shares with a nominal value of USD 0.00007 each.  | 4.5 | Общество объявляет (вправе разместить) дополнительно к размещенным акциям 142 857 142, 286 обыкновенных именных акций номинальной стоимостью 0.00007 долларов США каждая.  |
| 4.6 | The amendments hereto do not require the conversion of the Company's shares into shares with other rights.  | 4.6 | Внесение изменений в Устав не требует конвертации акций Общества в акции с иными правами.  |

#### **Increase of the share capital**

#### **Увеличение уставного капитала**

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|-----|--|-----|--|
| 4.7 | The share capital of the Company may be increased either by increase of the shares par value or by issue of additional shares.                               | 4.7 | Уставный капитал Общества может быть увеличен путем увеличения номинальной стоимости акций или размещения дополнительных акций.        |
| 4.8 | The Company's share capital may be paid for in full or partially in cash, securities, other things or property rights or other rights having monetary value. | 4.8 | Уставный капитал может быть оплачен полностью или частично деньгами, ценными бумагами, другими вещами или имущественными правами, либо |

иными правами, имеющими денежную оценку.

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|---|---|
| <p>4.9 The Company conducts a public offering to the shares issued by it and carries out their free sale, taking into account the requirements of the existing laws of the Russian Federation. The Company also has the right to conduct a private offering to the shares issued by it, except for cases when the conduct a private offering is restricted by the requirements of the legal acts of the Russian Federation.</p> | <p>4.9 Общество проводит открытую подписку на выпускаемые им акции и осуществляет их свободную продажу с учетом требований действующего законодательства Российской Федерации. Общество также вправе проводить закрытую подписку на выпускаемые им акции, за исключением случаев, когда возможность проведения закрытой подписки ограничена требованиями правовых актов Российской Федерации.</p> |
| <p>4.10 The number of additionally issued shares may not exceed the number of declared shares.</p>  | <p>4.10 Дополнительные акции могут быть размещены Обществом в пределах количества объявленных акций.</p>  |
| <p>4.11 The increase of the share capital of the Company through placement of additional shares can be performed using the Company's property.</p>  | <p>4.11 Увеличение уставного капитала Общества путем размещения дополнительных акций может осуществляться за счет имущества Общества.</p>   |
| <p>4.12 The share capital of the Company may be increased through increasing par value of shares only at the expense of the Company's assets. No increase in the Company's Share Capital at the expense of its property through the placement of additional shares resulting in any fractional shares shall be allowed.</p>   | <p>4.12 Увеличение уставного капитала Общества путем увеличения номинальной стоимости акций осуществляется только за счет имущества Общества. Увеличение уставного капитала Общества за счет его имущества путем размещения дополнительных акций, в результате которого образуются дробные акции, не допускается.</p>   |

## Share Capital Reduction

## Уменьшение уставного капитала

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| <p>4.13 The share capital of the Company may be reduced either through reduction of the shares par value or reduction of their total number, including by acquisition of a part of the shares. The share capital may be reduced by purchasing and redeeming part of the shares by the Company.</p> | <p>4.13 Уставный капитал Общества может быть уменьшен путем уменьшения номинальной стоимости акций или сокращения их общего количества, в том числе путем приобретения части акций. Допускается уменьшение уставного капитала Общества путем приобретения и погашения Обществом части акций.</p> |
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## 5. SHAREHOLDERS OF THE COMPANY, THEIR RIGHTS AND OBLIGATIONS

## 5. АКЦИОНЕРЫ ОБЩЕСТВА, ИХ ПРАВА И ОБЯЗАННОСТИ



5.1	Each ordinary share of the Company shall entitle its holder to an equal scope of rights.	5.1	Каждая обыкновенная акция Общества предоставляет акционеру – ее владельцу одинаковый объем прав.
5.2	The Company's holders of ordinary shares shall have the right to:	5.2	Акционеры Общества – владельцы обыкновенных акций имеют право:
5.2.1	to participate in the general meeting of shareholders of the Company both in person and by proxy, with the right to vote on all matters of its competence;	5.2.1	участвовать в общем собрании акционеров Общества как лично, так и через своего представителя, с правом голоса по всем вопросам его компетенции;
5.2.2	receive dividends in the procedure and in the manner provided for hereby;	5.2.2	получать дивиденды в порядке и способами, предусмотренными настоящим Уставом;
5.2.3	receive a part of the property or the value of a part of the Company's property remaining upon liquidation of the Company after settlements with creditors in proportion to the shares held by the shareholder;	5.2.3	получать часть имущества или стоимость части имущества Общества, оставшегося при ликвидации Общества после расчетов с кредиторами, пропорционально принадлежащим акционеру акциям;
5.2.4	access to documents and information on the activities of the Company in accordance with the procedure provided for by this Charter;	5.2.4	получать доступ к документам и информации о деятельности Общества в порядке, предусмотренном настоящим Уставом;
5.2.5	in the cases, the procedure and on terms determined by the existing laws of the Russian Federation, pre-emptive right to purchase placed by the Company equity-grade and other securities converted to shares placed by offering in an amount proportional to the quantity of the Company's shares of this category (type) that they hold;	5.2.5	в случаях, порядке и на условиях, определяемых действующим законодательством Российской Федерации, преимущественного права приобретения размещаемых Обществом посредством подписки дополнительных акций и иных ценных бумаг, конвертируемых в акции, в количестве, пропорциональном количеству принадлежащих им акций Общества этой категории (типа);
5.2.6	receive from the register holder of the Company information about all records on his/her personal account,	5.2.6	получать у регистратора Общества информацию обо всех записях на его личном

	as well as other information provided for by legal acts of the Russian Federation establishing the procedure for maintaining the register of shareholders;		счете, а также иную информацию, предусмотренную правовыми актами Российской Федерации, устанавливающими порядок ведения реестра акционеров;
5.2.7	sell shares to the Company in case the Company has decided to purchase these shares;	5.2.7	продать акции Обществу в случае, если Обществом принято решение о приобретении данных акций;
5.2.8	the shareholder (shareholders) holding in aggregate at least 1 percent of the Company's voting shares are entitled to file an action against a member of the Board of Directors or the General Director of the Company thereby seeking reimbursement for damages caused to the Company;	5.2.8	акционер (акционеры), владеющие в совокупности не менее чем 1 процентом голосующих акций Общества, вправе обратиться в суд с иском к члену Совета директоров Общества, Генеральному директору Общества о возмещении причиненных Обществу убытков;
5.2.9	the shareholders (shareholder) holding in aggregate at least 2 percent of the Company's voting shares may:	5.2.9	акционеры (акционер), владеющие в совокупности не менее чем 2 процентами голосующих акций Общества, вправе:
(a)	include issues in the agenda of the annual general meeting of shareholders and propose candidates to the Board of Directors of the Company while their number may not exceed the number of its members;	(a)	внести вопросы в повестку дня годового общего собрания акционеров и выдвинуть кандидатов в Совет директоров Общества, число которых не может превышать его количественный состав;
(b)	If the proposed agenda for the extraordinary general meeting of shareholders contain an item on election of the Board of Directors of the Company, propose candidates to be elected to the Board of Directors while their number may not exceed the number of its members;	(b)	если предлагаемая повестка дня внеочередного общего собрания акционеров содержит вопрос об избрании членов Совета директоров Общества, - предложить кандидатов для избрания в Совет директоров Общества, число которых не может превышать его количественный состав;
5.2.10	shareholders (shareholder) holding in aggregate not less than 10 percent of	5.2.10	акционеры (акционер), являющиеся в совокупности

the voting shares of the Company have the right to demand from the Board of Directors of the Company the convocation of an extraordinary general meeting of shareholders. If within the term specified in this Charter the decision to convene the extraordinary general meeting of shareholders or to reject its convening is not made by the Company's Board of Directors, the shareholder shall have the right to appeal to a court with a request to compel the Company to hold the extraordinary general meeting of shareholders;

владельцами не менее чем 10 процентов голосующих акций Общества, вправе требовать у Совета директоров Общества созыва внеочередного общего собрания акционеров. В случае, если в течение установленного настоящим Уставом срока Советом директоров Общества не принято решение о созыве внеочередного общего собрания акционеров или принято решение об отказе в его созыве, акционер вправе обратиться в суд с требованием о понуждении Общества провести внеочередное общее собрание акционеров;

5.2.11 for the purpose of financing and supporting the Company's activities, at any time to contribute to the Company's property gratuitous deposits in cash or in another form that do not increase the share capital of the Company and do not change the nominal value of shares;

5.2.11 в целях финансирования и поддержания деятельности Общества в любое время вносить в имущество Общества безвозмездные вклады в денежной или иной форме, которые не увеличивают уставный капитал Общества и не изменяют номинальную стоимость акций;

5.2.12 have other rights provided for by this Charter.

5.2.12 имеют иные права, предусмотренные настоящим Уставом.

5.3 The Company's shareholders shall:

5.3 Акционеры Общества обязаны:

5.3.1 comply with the requirements of this Charter and with the resolutions of the Company's management bodies adopted within the limits of their competence;

5.3.1 соблюдать требования Устава и выполнять решения органов управления Общества, принятые в рамках их компетенции;

5.3.2 timely inform the Company's register holder of any changes in its data;

5.3.2 своевременно информировать регистратора Общества об изменении своих данных;

5.3.3 to observe the confidential manner with regard to the information of the Company constituting a commercial secret;

5.3.3 соблюдать режим конфиденциальности в отношении информации Общества, составляющей коммерческую тайну;

5.3.4 to observe other duties established by this Charter.	5.3.4 соблюдать иные обязанности, установленные настоящим Уставом.
5.4 The shareholders shall have the following obligations in connection with the listing of shares and other securities of the Company (hereinafter, shares and other securities are referred to as “shares”) on the London Stock Exchange, if the Company has the said listing:	5.4 Обязанности акционеров в связи с листингом акций или иных ценных бумаг Общества (далее в настоящем пункте акции и иные ценные бумаги именуются «акции») на Лондонской фондовой бирже в случае, если Общество имеет указанный листинг:
5.4.1 The Company may give its disclosure notice to any person in respect of whom the Company is aware or has sufficient reasons to believe that such person:	5.4.1 Общество может направить уведомление о раскрытии информации любому лицу, в отношении которого Обществу известно или оно имеет достаточные основания полагать, что такое лицо:
<ul style="list-style-type: none"> <li>(a) Holds shares or has participatory interests in the shares; or</li> <li>(b) had such interest at any time during 3 (three) years immediately prior to the date on which the disclosure notice is given (the “<b>disclosure period</b>”).</li> </ul>	<ul style="list-style-type: none"> <li>(a) владеет акциями или имеет доли участия в акциях; или</li> <li>(b) имело такие доли в любой момент времени в течение 3 (трех) лет, непосредственно предшествовавших дате, в которую было направлено уведомление о раскрытии информации (далее - «<b>период предоставления информации</b>»).</li> </ul>
5.4.2 The disclosure notice may require such person:	5.4.2 Уведомление о раскрытии информации может содержать требование, чтобы лицо:
<ul style="list-style-type: none"> <li>(a) to confirm this fact or, as the case may be, specify whether or not such event has occurred;</li> <li>(b) if it is a holder or, during the disclosure period, was a holder of such participatory interests, to disclose additional information, including in respect of another person who received the notice of disclosure of information which may be</li> </ul>	<ul style="list-style-type: none"> <li>(a) подтвердило этот факт или (в зависимости от обстоятельств) указало, имело это место или нет;</li> <li>(b) если оно является держателем или в период предоставления информации являлось держателем таких долей участия, предоставить дополнительную информацию, включая в отношении другого лица,</li> </ul>

required according to the disclosure notice.

которое получило уведомление о раскрытии информации, которая может потребоваться в соответствии с уведомлением о раскрытии информации.

5.4.3 The disclosure notice may require the person to which it is given to disclose information about it present or past participatory interests in shares at any time during the disclosure period.

5.4.3 Уведомление о раскрытии информации может содержать требование, чтобы лицо, которому оно направлено, предоставило данные о своих нынешних или прошлых долях участия в акциях в любое время в течение периода предоставления информации.

5.4.4 The disclosure notice may require the person to which it is given, if:

5.4.4 Уведомление о раскрытии информации может содержать требование, чтобы лицо, которому оно направлено, в случае если:

(a) its participatory interests are present participatory interests and other participatory interests in the shares remain in effect; or

(a) его доли участия являются нынешними долями участия, и другие доли участия в акциях остаются в силе; или

(b) other participatory interests in shares remained in effect during the disclosure period, when its participatory interests remained in effect,

(b) другие доли участия в акциях оставались в силе во время периода предоставления информации, когда его доли участия оставались в силе,

it disclosed, as far as it is aware, any such other participatory interests as may be required by the disclosure notice.

предоставило, насколько ему это известно, данные в отношении таких других долей участия, как может потребоваться в уведомлении о раскрытии информации.

5.4.5 The details referred to in clause 5.4.4 of this Charter include, but are not limited to:

5.4.5 Данные, на которые имеется ссылка в пункте 5.4.4 настоящего Устава, включают, в том числе:

(a) identity of the persons having participatory interests in respective shares; and

(a) личность лиц, имеющих доли участия в соответствующих акциях; и

<p>(b) whether the persons having participatory interests in the said shares are or were a party to:</p> <ul style="list-style-type: none"> <li>– agreement for purchase of participatory interest in a certain share in specific company; or</li> <li>– agreement or arrangement relating to the exercise of rights granted to the holders of shares; or</li> </ul> <p>(c) nature and scope of participatory interest in the shares.</p>	<p>(b) являются или являлись ли лица, имеющие доли участия в указанных акциях, сторонами:</p> <ul style="list-style-type: none"> <li>– договора о приобретении доли участия в определенной компании; или</li> <li>– договора или договоренности, относящейся к осуществлению прав, предоставляемых владельцам акций; или</li> </ul> <p>(c) характер и объем доли участи в акциях.</p>
<p>5.4.6 The disclosure notice may require the person to which it is given, if the participatory interests are past, to disclose (as far as it is aware) the identity of the person which has become the holder of such participatory interests immediately after the addressee of the notice ceased to be as such.</p>	<p>5.4.6 Уведомление о раскрытии информации может содержать требование, чтобы лицо, которому оно направлено, в случае если доли участия являются прошлыми, предоставило (насколько ему это известно) данные о личности лица, которое стало держателем таких долей участия сразу же после того, как получатель уведомления перестал им быть.</p>
<p>5.4.7 The information required to be disclosed in the notice must be provided during such reasonable period of time as may be specified in the notice.</p>	<p>5.4.7 Информация, требуемая в уведомлении, должна быть представлена в течение такого обоснованного периода времени, как это может быть указано в уведомлении.</p>
<p>5.4.8 The Company will maintain the register of information disclosed in accordance with this clause. The Company will, within 3 (three) days of receipt of such information, enter into the register:</p>	<p>5.4.8 Общество будет вести реестр информации, полученной в соответствии с настоящим пунктом. Общество в течение 3 (трех) дней после получения такой информации внесет в реестр:</p>

(a) the record of giving the notice and the date of its giving; and

(b) information disclosed in accordance with the notice.

5.4.9 If the disclosure notice is given by the Company to a person which potentially is a holder of the participatory interest in any share, its copy shall be concurrently provided to the holder of the respective share, but an inadvertent failure to give such notice or failure to receive the notice by the holder of the respective share will not render the following provisions of this clause ineffective.

5.4.10 If the holder of share or any person who is the holder of participatory interest in the share is given the disclosure notice and in respect of such share (the “**default shares**” which includes any shares distributed or issued after the date of disclosure notice in respect of such shares) during the respective period and no information is disclosed to the Company as required by the disclosure notice, the restrictions referred to in clause 5.4.11 of this Charter shall apply. These restrictions will be in effect until:

(a) the date occurring on the 7th (seventh) day after the date on which the Company’s General

(a) факт направления требования и дату его направления; и

(b) информацию, полученную в соответствии с требованием.

5.4.9 Если уведомление о раскрытии информации направляется Обществом лицу, которое возможно является держателем доли участия в любой акции, его копия должна одновременно предоставляться владельцу соответствующей акции, но случайное упущение направить уведомление или неполучение уведомления владельцем соответствующей акции не лишает законной силы действие следующих положений настоящего пункта.

5.4.10 Если владелец акции или любое лицо, которое является держателем доли участия в акции, получило уведомление о раскрытии информации, и в отношении такой акции (**«акция, в отношении которой имеется неисполнение обязательств»**), которая включает любые акции, распределенные или выпущенные после даты уведомления о раскрытии информации в отношении таких акций) в течение соответствующего периода Общества не была предоставлена информация, требуемая в уведомлении о раскрытии информации, будут применены ограничения, указанные в пункте 5.4.11 настоящего Устава. Эти ограничения будут в силе до:

(a) даты, наступившей через 7 (семь) дней после даты, в которую Генеральный

Director makes sure that the obligations have been duly discharged; or

- (b) a moment when the Company is notified that the default shares are subject to the permitted transfer;

5.4.11 The restrictions referred to in clause 5.4.10 of this Charter shall be the following:

- (a) if the default shares, in which any person has participatory interests or, as the Company suggests, has participatory interests representing less than 0.25% outstanding shares of this class, the holders of default shares will not have right, in respect of such shares, to participate or vote either personally or by proxy at any general meeting or at any separate general meeting of holders of Company's shares of any class or to exercise any right granted to the shareholders in respect of the Company's general meetings of shareholders; or

- (b) if the default shares, in which any person has participatory interests or, as the Company suggests, has participatory interests representing at least 0.25% outstanding shares of this class, the holders of default

директор Общества убедится в том, что обязательства были выполнены; или

- (b) момента, когда Общество будет уведомлено о том, что акции, в отношении которых имеется неисполнение обязательств, являются предметом разрешенной передачи;

5.4.11 Ограничения, указанные в пункте 5.4.10 настоящего Устава, являются следующими:

- (a) если акции, в отношении которых имеется неисполнение обязательств, в которых какое-либо лицо имеет доли участия или, по предположениям Общества, имеет доли участия, представляющие менее 0.25% выпущенных акций этого класса, владельцы акций, в отношении которых имеется неисполнение обязательств, не будут иметь право в отношении таких акций участвовать или голосовать, как лично, так и по доверенности, на любом общем собрании или любом отдельном общем собрании владельцев любого класса акций Общества или осуществлять любое иное право, предоставляемое акционерам в отношении общих собраний акционеров Общества; или

- (b) если акции, в отношении которых имеется неисполнение обязательств, в которых какое-либо лицо имеет доли участия или, по предположениям Общества, имеет доли



shares will not (unless the Company's Board of directors resolves otherwise) have right, in respect of such shares:

- to participate or vote either personally or by proxy at any general meeting or at any separate general meeting of holders of Company's shares of any class or to exercise any right granted to the shareholders in respect of the Company's general meetings of shareholders; or

- to receive payment in the form of dividends (or part of dividends) and no shares will be distributed in lieu of dividends; or

- to transfer or give consent to transfer such shares or rights to them, unless such transfer is a permitted transfer, or

- (i) the holder itself is not in breach of the obligations to disclose the required information; and

участия, представляющие минимум 0.25% выпущенных акций этого класса, владельцы акций, в отношении которых имеется неисполнение обязательств, не будут (если только Совет директоров Общества не примет решение об обратном) иметь право в отношении таких акций:

- участвовать или голосовать как лично, так и по доверенности, на любом общем собрании или любом отдельном общем собрании владельцев любого класса акций Общества или осуществлять любое иное право, предоставляемое акционерам в отношении общих собраний акционеров Общества; или

- получать оплату в форме дивидендов (или части дивидендов), и акции не будут распределяться вместо выплаты дивидендов; или

- передавать и давать согласие на передачу таких акций или прав на них, если только передача не является разрешенной передачей, или

- (i) сам владелец не нарушил обязательства по предоставлению требуемой информации; и

(ii) the transfer is represented by only a part of shares of the holder and upon submission for the registration is accompanied by the holder's certificate in the form satisfactory to the directors in such a way that following a thorough inspection the holder would be sure that none of the transferred shares is a default share.

(ii) передача представлена только частью акций владельца и, при предоставлении на регистрацию сопровождается сертификатом владельца в форме удовлетворительной для директоров таким образом, чтобы после тщательного изучения владелец был бы уверен, что ни одна из передаваемых акций не является акцией, в отношении которой имеется неисполнение обязательств.

5.4.12 The restrictions referred to in clause 5.4.11 of this Charter do not prejudice the rights of the holder of default shares or, in case of another person, of any person having the right of sale in respect of such shares, to sell or give consent to sell such shares under the permitted transfer.

5.4.12 Ограничения в пункте 5.4.11 настоящего Устава не ущемляют права владельца акций, в отношении которых имеется неисполнение обязательств, или, если это другое лицо – любого лица, имеющего право продажи в отношении этих акций, продать или дать согласие на продажу таких акций в соответствии с разрешенной передачей.

5.4.13 The disclosure notice will become ineffective in respect of any shares transferred by the holder of such shares in accordance with the permitted transfer.

5.4.13 Уведомление о раскрытии информации теряет свою силу в отношении любых акций, переданных владельцем в соответствии с разрешенной передачей.

5.4.14 If any dividends or any other distributions are withheld under clause 5.4.11(b) of this Charter, the shareholder will have right to receive it as soon as possible after the restrictions referred to in clause

5.4.14 Если какие-либо дивиденды или иные распределения удерживаются в соответствии с пунктом 5.4.11(b) настоящего Устава акционер имеет право получить их в кратчайшие

5.4.11(b) of this Charter cease to be in effect.

- 5.4.15 If, during the effective period of any of the above restrictions in respect of shares, other share is distributed or is offered in lieu of it (or in lieu of any shares to which the provisions of this clause 5.4 are applicable), the same restrictions will apply to such other share, as if it were a default share.

For these purposes, the shares which the Company distributes or ensures that such shares are distributed on a pro rata basis (regardless of fractional rights and shares not offered by a certain shareholder by virtue of legal or practical problems connected with the issue or offering of shares outside Jersey, UK, Moscow or Saint Petersburg) to holders of shares of the same class, because the default share will be deemed as a share distributed in lieu of the existing shares from the date on which the distribution is unconditional or, in case of so offered shares, on the date of acceptance of the offer.

- 5.4.16 For the purposes of clause 5.4 of this Charter:

сроки после того, как ограничения, указанные в пункте 5.4.11(b) настоящего Устава, перестанут действовать.

- 5.4.15 Если во время действия каких-либо из вышеуказанных ограничений в отношении акции другая акция распределяется или предлагается вместо нее (или вместо любой акции, на которую распространяются положения настоящего пункта 5.4), такие же ограничения распространяются на такую другую акцию так, как если бы она являлась акцией, в отношении которой имеется неисполнение обязательств.

Для этой цели акции, которые Общество распределяет или распределение которых обеспечивает, на пропорциональной основе (независимо от дробных прав и акций, не предложенных определенным акционерам в силу юридических или практических проблем, связанных с выпуском или предложением акций за пределами Джерси, Великобритании, Москвы или Санкт-Петербурга) владельцам акций одного и того же класса акций, в отношении которых имеется неисполнение обязательств, будет рассматриваться как акции, распределяемые вместо существующих акций с даты, в которую распределение является безусловным или, в случае с предложением акций, в дату принятия предложения.

- 5.4.16 Для целей пункта 5.4 настоящего Устава:

(a) “permitted transfer” in respect of any share is a transfer:

- which is a result of sale at or through a recognised investment stock exchange as defined in the Financial Services and Markets Act 2000 or at or through any stock exchange outside the UK at which the transactions are usually consummated with the Company’s shares of the same class as restricted shares; or
- in accordance with the sale of full beneficial participatory interest in the share to a person which is not satisfactory to the Company’s General Director and is not connected with the existing holder or any other person who is the holder of participatory interest in the share; or
- by accepting the takeover offer in respect of the Company.

(b) “respective period” in case of a breach contemplated by clause 5.4.10(a) of this Charter will be twenty eight (28) days, and in case of a breach contemplated by clause 5.4.10(b) of this Charter, fourteen (14) days after the date of delivery of the disclosure notice;

(a) «разрешенная передача» в отношении любой акции является передачей:

- которая является результатом продажи, осуществленной на или посредством признанной инвестиционной биржи, как определено в Законе о финансовых услугах и рынках 2000 года или на или посредством любой фондовой биржи за пределами Великобритании, на которой обычно осуществляются сделки с акциями Общества одного класса в качестве акций с ограниченным обращением; или
- в соответствии с продажей полной бенефициарной доли участия в акции лицу, которое является удовлетворительным для Генерального директора Общества, и не связано с имеющимся владельцем или с любым иным лицом, которое является держателем доли участия в акции; или
- посредством принятия предложения о поглощении в отношении Общества.

(b) «соответствующий период» будет в случае нарушения, предусмотренного пунктом 5.4.10(a) настоящего Устава – 28 (двадцать восемь) дней, и в случае нарушения, предусмотренного пунктом 5.4.10(b) настоящего Устава – 14 (четырнадцать) дней после даты вручения

уведомления о раскрытии информации;

- |  |  |
|--|--|
| <p>(c) the share of issued shares of the class represented by respective participatory interest is calculated taking into account the issued shares when giving the disclosure notice;</p>   | <p>(c) доля выпущенных акций класса, представленного соответствующей долей участия, рассчитывается с учетом выпущенных акций во время направления уведомления о раскрытии информации;</p>  |
| <p>(d) a reference to the person who failed to disclose information to the Company as required by the disclosure notice or failed to discharge its obligations to disclose such information includes:</p> <ul style="list-style-type: none"> <li>– a reference to the fact that it did not disclose or refused to disclose all or any part of the information; and</li> <li>– a reference to the fact that it disclosed the information while being aware that it is materially untrue or by gross negligence disclosed the information which is materially untrue; and</li> </ul> | <p>(d) ссылка на лицо, которое не предоставило Обществу информацию, требуемую в уведомлении о раскрытии информации, или не выполнило обязательства по предоставлению такой информации, включает:</p> <ul style="list-style-type: none"> <li>– ссылку на то, что оно не предоставило или отказалось предоставить всю или часть информации; и</li> <li>– ссылку на то, что оно предоставило информацию, зная о том, что такая информация является существенно недостоверной или по грубой неосторожности предоставило информацию, которая является существенно недостоверной; и</li> </ul> |
| <p>(e) a person will be deemed to be or having a participatory interest in the shares, if it has direct or indirect participatory interest, conditional or otherwise, in such shares, on the right of ownership or through a beneficial interest (under a deed of trust, or executed as a deed or otherwise) or arising by virtue of contract, agreement, document, security, securities (in any form, either listed or</p>  | <p>(e) лицо будет считаться являющимся или имеющим долю участия в акциях, если оно имеет прямую или косвенную долю участия, как условную, так и иную, в таких акциях, на праве собственности или посредством бенефициарной доли (посредством акта учреждения доверительной собственности, документа в особой письменной форме</p>  |

non-listed), trust, nominal holder or other form of arrangement (including, but not limited to, by virtue of warrant, option, derivative, conversion right or any other instrument or agreement of similar nature) and being either formal or informal by its nature.

или иным образом) или возникающую в силу контракта, договора, документа, обеспечения, ценных бумаг (в любой форме, обращающихся или не обращающихся на рынке), траста, номинального держания или иной формы договоренности (включая, в том числе, в силу варранта, опциона, производного инструмента, права конвертации или в силу любого иного инструмента или договора аналогичного характера) и являющейся официальной или неофициальной по характеру.

5.4.17 If at any time the Company has a class of shares listed on the London Stock Exchange or any other regulated market, or the Company has sent a request for listing of a class of shares on such market, the provisions of the Disclosure and Transparency Rules 5 (“DTR-5”) and the rules for giving notice to the person with the voting right and the issuer contained in DTR-5, will be deemed applicable to the Company and each holder of shares.

5.4.17 Если в любой момент времени у Общества будет класс акций, допущенный к торгам на Лондонской фондовой бирже, или на любом ином регулируемом рынке, или Общество направило заявку на допуск к торгам в отношении класса акций на таком рынке, положения Главы 5 Регламента предоставления и открытости финансовой информации («DTR-5») и правила в отношении уведомления лица с право голоса и эмитента, содержащиеся в DTR-5, будут считаться применимыми к Общества и к каждому владельцу акций.

5.4.18 For the purposes of DTR-5 and the implied applicability of DTR-5 to the Company and each holder of shares, the Company must (only for the purposes of Article “Participatory Interests in Shares”) be deemed an “issuer” in the meaning defined for this term in DTR-5 and, for the avoidance of doubt, must not be deemed a “non-UK issuer” (in the meaning

5.4.18 Для целей DTR-5 и подразумеваемого применения DTR-5 к Обществу и каждому владельцу акций, Общество должно (только для целей Статьи «Доли участия в Акциях») считаться «эмитентом» в значении определения этого термина в DTR-5, и, во избежание недоразумения, не должно

defined for this term in DTR-5).

считаться «небританским эмитентом» (в значении определения этого термина в DTR-5)

5.4.19 Only for the purposes of clauses 5.4.17 - 5.4.20 of this Charter (inclusively), the terms defined in DTR-5 will have the meaning ascribed to them in DTR-5.

5.4.19 Только для целей пунктов 5.4.17 - 5.4.20 (включительно) настоящего Устава, определенные термины в DTR-5 будут иметь значение, указанное в DTR-5.

5.4.20 If the Company determines that a holder of shares (the “**Defaulting Shareholder**”) is in default in complying with the above provisions of DTR-5 in respect of specific or all of such shares which the said holder holds (the “**default shares**”), the Company will have right to give notice to the Defaulting Shareholder (the “**Default Notice**”) for the purpose:

5.4.20 Если Общество определило, что владелец акций (**«Акционер, не исполняющий обязательства»**) не соблюдает вышеуказанные положения DTR-5 в отношении отдельных или всех акций, которыми владеет указанный владелец акций (**«акции, в отношении которых имеется неисполнение обязательств»**), Общество будет иметь право направить уведомление Акционеру, не исполняющему обязательства (**«Уведомление о неисполнении обязательств»**) для того, чтобы:

(a) to suspend the rights of such Defaulting Shareholder to vote on default shares personally or by proxy at any Company’s general meeting.

(a) приостановить права такого Акционера, не исполняющего обязательства, голосовать по акциям, в отношении которых имеется неисполнение обязательств, лично или по доверенности на любом общем собрании акционеров Общества.

Such suspension will become effective from the date on which the Default Notice is delivered by the Company to the Defaulting Shareholder before the date not exceeding 7 (seven) days from the date when the Company’s Board of directors determined, at its sole discretion, that the Defaulting Shareholder removed incompliance with provisions

Такая приостановка действует с даты, в которую Уведомление о неисполнении обязательств было доставлено Обществом Акционеру, не исполняющему обязательства, до даты, не превышающей 7 (семь) дней со дня, когда Совет директоров Общества определил по своему

of DTR-5, provided, however, that the Company may at any time by giving subsequent written notice revoke or suspend the Default Notice; and/or

- (b) to withhold dividends without any obligation to pay interest on them or any amount payable in respect of the default Shares, and such amount shall be payable only after termination of the Default Notice in respect of the default Shares; and/or

- (c) to declare invalid the choice in favour of receipt of shares in the Company in lieu of the money in respect of any dividends or their part; and/or

- (d) to prohibit transfer of any shares in the Company held by the Defaulting Shareholder, except when this is done in accordance with the permitted transfer (as defined in clause 5.4.16(a) of this Charter) or when:

единоличному усмотрению, что Акционер, не исполняющий обязательства, устранил несоблюдение положений DTR-5 при условии, тем не менее, что Общество может в любое время посредством последующего письменного уведомления отменить или приостановить действие Уведомления о неисполнении обязательств; и/или

- (b) удержать без какого-либо обязательства по уплате по ним процентов дивиденды или иную сумму, подлежащую уплате в отношении Акций, в отношении которых имеется неисполнение обязательств, причем такая сумма подлежит оплате только после прекращения действия Уведомления о неисполнении обязательств в отношении Акций, в отношении которых имеется неисполнение обязательств; и/или

- (c) признать недействительным выбор в пользу получения акций Общества вместо денежных средств в отношении любых дивидендов или их части; и/или

- (d) запретить передачу любых акций Общества, владельцем которых является Акционер, не исполняющий обязательства, за исключением того, когда это делается в соответствии с разрешенной передачей (как определено в пункте



5.4.16(a) настоящего Устава) или когда:

- the holder itself is not in breach of the obligations to disclose the required information; and
- the transfer is represented by only a part of shares of the holder and upon submission for the registration is accompanied by the holder's certificate in the form satisfactory to the directors in such a way that following a thorough inspection the holder would be sure that none of the transferred shares is a default share.
- сам владелец не нарушил обязательства по предоставлению требуемой информации; и
- передача представлена только частью акций владельца и, при предоставлении на регистрацию сопровождается сертификатом владельца в форме удовлетворительной для директоров таким образом, чтобы после тщательного изучения владелец был бы уверен, что ни одна из передаваемых акций не является акцией, в отношении которой имеется неисполнение обязательств.

5.5 In the case and for the period while the Company's shares or other securities are admitted to the Official List of the Financial Conduct Authority and are admitted to trading on the main market of the London Stock Exchange plc, any transactions with such shares or securities must be conducted in accordance with the rules of the London Stock Exchange plc and all other applicable laws, rules and regulations, and the Company may not at any time suspend or otherwise prevent the registration of the transfer of such listed shares or other securities in a way which the Financial Conduct Authority or the London Stock Exchange would regard as preventing dealings in such shares or securities from taking place on an open and proper basis.

5.5 В случае и на время пока акции Общества или другие ценные бумаги принимаются в Официальный список Органа по финансовому поведению и допущены к торгам на основном рынке Лондонской фондовой биржи, любые сделки с такими акциями или ценными бумагами должны проводиться в соответствии с правилами Лондонской фондовой биржи и всеми другими применимыми законами, правилами и положениями, Общество не может приостановить или иным образом предотвратить регистрацию передачи перечисленных акций или других ценных бумаг любым способом, который Управление финансового поведения или Лондонская фондовая биржа будет рассматривать как предотвращение совершения сделок с такими акциями или ценными бумагами на открытой и надлежащей основе.

## **6. REGISTER OF SHAREHOLDERS**

- 6.1 The Company shall ensure maintenance and keeping of the register of the Company's shareholders according to the laws of the Russian Federation.
- 6.2 The register holder, professional participant of the securities market, shall hold the register of shareholders of the Company.

## **7. DIVIDENDS OF THE COMPANY**

- 7.1 Based on the results of the first quarter, six months, nine months of a reporting year and/or on the results of a reporting year the Company is entitled to take decisions (to declare) on distribution of dividends on the placed shares and at any time during its activities take decisions to pay dividends out of retained earnings for previous periods, and, in particular, the Company make take decisions to pay dividends concurrently out of profits for the reporting period and retained earnings for previous periods. A resolution on payment (declaration) of dividends based on the results of the first quarter, six months, and nine months of the reporting year may be adopted within three months following the end of the relevant period.

Financial statements that may be used for the purpose of paying dividends determined by the decision of the Board of Directors of the Company in accordance with clause 28.3 of this Charter. In case for the purpose of paying dividends the Board of Directors of the Company made a decision to use financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules other than IFRS for paying dividends may be used other capital reserves.

## **6. РЕЕСТР АКЦИОНЕРОВ**

- 6.1 Общество обеспечивает ведение и хранение реестра акционеров Общества в соответствии с правовыми актами Российской Федерации.
- 6.2 Держателем реестра акционеров Общества является профессиональный участник рынка ценных бумаг – регистратор.

## **7. ДИВИДЕНДЫ ОБЩЕСТВА**

- 7.1 Общество вправе по результатам первого квартала, полугодия, девяти месяцев отчетного года и (или) по результатам отчетного года принимать решения (объявлять) о выплате дивидендов по размещенным акциям, а также в любой момент его деятельности принимать решение о выплате дивидендов за счет нераспределенной прибыли прошлых лет, в том числе, Общество вправе принимать решения о выплате дивидендов одновременно за счет прибыли отчетного периода и нераспределенной прибыли прошлых лет. Решение о выплате (объявлении) дивидендов по результатам первого квартала, полугодия и девяти месяцев отчетного года может быть принято в течение трех месяцев после окончания соответствующего периода.

Отчетность, которая может быть использована для целей выплаты дивидендов, определяется решением Совета директоров Общества в соответствии с пунктом 28.3. настоящего Устава. В случае, если для целей выплаты дивидендов Совет директоров принял решение использовать финансовую отчетность, составленную в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами, на выплату дивидендов могут быть также направлены прочие капитальные резервы.

- |     |   |     |   |
|-----|---|-----|---|
| 7.2 | A resolution on distribution (declaration) of dividends shall be adopted by the general meeting of shareholders. The aforesaid resolution shall specify the amount of dividends on shares of each category (type), form of their distribution, procedure for payment in kind, date as of which the persons entitled to receive dividends shall be determined. However the resolution with respect to establishing the date as of which the persons entitled to receive dividends are determined, shall be adopted only upon the proposal of the Company Board of Directors. The amount of dividends shall not exceed the one recommended by the Company's Board of Directors. | 7.2 | Решение о выплате (объявлении) дивидендов принимается общим собранием акционеров. Указанным решением должны быть определены размер дивидендов по акциям каждой категории (типа), форма выплаты, порядок выплаты дивидендов в неденежной форме, дата, на которую определяются лица, имеющие право на получение дивидендов. При этом решение в части установления даты, на которую определяются лица, имеющие право на получение дивидендов, принимается только по предложению Совета директоров Общества. Размер дивидендов не может быть больше размера дивидендов, рекомендованного Советом директоров Общества. |
| 7.3 | The record date on which the persons entitled to receive dividends are determined pursuant to a resolution to distribute (declare) dividends shall be a date falling not earlier than ten (10) days from and not later than twenty (20) days after the date of adoption of such a resolution to distribute (declare) dividends.   | 7.3 | Дата, на которую в соответствии с решением о выплате (объявлении) дивидендов определяются лица, имеющие право на их получение, не может быть установлена ранее 10 (десяти) дней с даты принятия решения о выплате (объявлении) дивидендов и позднее 20 (двадцати) дней с даты принятия такого решения.  |
| 7.4 | Term for payment of dividends to a nominal shareholder who is a professional participant of the securities market and to a trustee registered in the register of shareholders shall not exceed (ten) 10 business days; for other persons registered in the register of shareholders such payment period shall not exceed twenty five (25) days from the date when the persons entitled to receive dividends are determined.   | 7.4 | Срок выплаты дивидендов номинальному держателю и являющемуся профессиональным участником рынка ценных бумаг доверительному управляющему, которые зарегистрированы в реестре акционеров, не должен превышать 10 (десять) рабочих дней, а другим зарегистрированным в реестре акционеров лицам – 25 (двадцать пять) рабочих дней с даты, на которую определяются лица, имеющие право на получение дивидендов.   |
| 7.5 | Dividends shall be paid to the persons who held shares of the relevant category (type) or to the persons who exercise rights assigned to these shares in accordance with the federal laws at the end of the banking day of the date when the persons entitled to receive dividends are determined under the resolution on payment of dividends taking   | 7.5 | Дивиденды выплачиваются лицам, которые являлись владельцами акций соответствующей категории (типа) или лицам, осуществляющими в соответствии с федеральными законами права по этим акциям, на конец операционного дня даты, на которую в соответствии с решением о выплате  |

into account the specific provisions set out in the clause 7.6 of this Charter.

Payment of cash dividends shall be made by a wire transfer by the Company or, upon its instructions, by the register holder keeping the Company's register of shareholders or by a credit institution.

7.6 Payment of cash dividends to individuals whose rights to shares are recorded in the Company's register of shareholders shall be made by a transfer of funds to their bank accounts (or to the bank accounts of other persons, if the information on such persons and their bank accounts is provided by the shareholder to the register holder of the Company), the details of which the Company's register holder has, or otherwise by a postal transfer if there is no information on such bank accounts; and to other persons whose rights to shares are recorded in the Company's register of shareholders, by a transfer of funds to their bank accounts (or to the bank accounts of other persons, if the information on such persons and their bank accounts is provided by the shareholder to the register holder of the Company). The Company's obligation to pay dividends to the said persons shall be deemed fulfilled as of the date of write off of funds in the credit institution with which the bank account of the Company.

Persons entitled to receive dividends and whose rights to shares are held by a nominal shareholder shall receive cash dividends through a depositary in which they are depositors. A depositary agreement between a depositary recording titles to securities and a depositor shall provide for procedures of payments to the depositor

дивидендов определяются лица, имеющие право на их получение с учетом особенностей, предусмотренных пунктом 7.6 настоящего Устава.

Выплата дивидендов в денежной форме осуществляется в безналичном порядке Обществом или по его поручению регистратором, осуществляющим ведение реестра акционеров Общества, либо кредитной организацией.

7.6 Выплата дивидендов в денежной форме физическим лицам, права которых на акции учитываются в реестре акционеров Общества, осуществляется путем перечисления денежных средств на их банковские счета (или на банковские счета иных лиц, в случае если информация о таких лицах и их банковских счетах предоставлена акционером регистратору Общества), реквизиты которых имеются у регистратора Общества, либо при отсутствии сведений о банковских счетах путем почтового перевода денежных средств, а иным лицам, права которых на акции учитываются в реестре акционеров Общества, путем перечисления денежных средств на их банковские счета (или на банковские счета иных лиц, в случае если информация о таких лицах и их банковских счетах предоставлена акционером регистратору Общества). Обязанность Общества по выплате дивидендов указанным лицам считается исполненной с даты приема переводимых денежных средств организацией федеральной почтовой связи или с даты списания денежных средств в кредитной организации, в которой открыт банковский счет Общества.

Лица, которые имеют право на получение дивидендов и права которых на акции учитываются у номинального держателя акций, получают дивиденды в денежной форме через депозитарий, депонентами которого они являются. Депозитарный договор между депозитарием, осуществляющим учет

with respect to securities.

Furthermore, dividends on the Company's shares due to holders of a foreign issuer securities certifying rights in respect of shares of the Company may be paid without observing the requirements of Article 8.7. of Federal Law No. 39-FZ "On the Securities Market" dated April 22, 1996 taking into account the specific provisions set out in the para. 1 of the clause 7.6 of this Charter.

The nominal shareholder to whom the dividends were transferred and who failed to perform its obligation to transfer them in accordance with the laws of the Russian Federation on securities for reasons beyond its control shall return such funds to the Company within ten (10) days after the expiry of a month from the deadline for payment of dividends.

7.7 A person who failed to receive the declared dividends because the Company or register holder does not have accurate necessary address or bank details, or due to any other delay by the creditor, shall be entitled to claim payment of such dividends (unclaimed dividends) within ten years from the date of adoption of resolution on their payment. The term within which payment of unclaimed dividends may be claimed shall not be renewed, if missed, except when the person entitled to receive dividends has not filed this claim under the influence of violence or threat.

After the expiry of such term the declared and unclaimed dividends shall be restored as a part of the undistributed profit of the Company, and liability for their payment

прав на ценные бумаги, и депонентом должен содержать порядок передачи депоненту выплат по ценным бумагам.

При этом дивиденды по акциям Общества, причитающиеся владельцам ценных бумаг иностранного эмитента, удостоверяющих права в отношении акций Общества, могут выплачиваться без соблюдения требований статьи 8.7. Федерального закона от 22 апреля 1996 года № 39-ФЗ «О рынке ценных бумаг», но с учетом особенностей, предусмотренных абзацем 1 пункта 7.6 настоящего Устава.

Номинальный держатель, которому были перечислены дивиденды и который не исполнил обязанность по их передаче, установленную законодательством Российской Федерации о ценных бумагах, по не зависящим от него причинам, обязан возвратить их Обществу в течение 10 (десяти) дней после истечения месяца с даты окончания срока выплаты дивидендов.

7.7 Лицо, не получившее объявленных дивидендов в связи с тем, что у Общества или регистратора отсутствуют точные и необходимые адресные данные или банковские реквизиты, либо в связи с иной просрочкой кредитора, вправе обратиться с требованием о выплате таких дивидендов (невостребованные дивиденды) в течение десяти лет с даты принятия решения об их выплате. Срок для обращения с требованием о выплате невостребованных дивидендов при его пропуске восстановлению не подлежит, за исключением случая, если лицо, имеющее право на получение дивидендов, не подавало данное требование под влиянием насилия или угрозы.

По истечении такого срока объявленные и невостребованные дивиденды восстанавливаются в составе нераспределенной прибыли Общества, а

shall be ceased.	обязанность по их выплате прекращается.
<p>7.8 Dividends declared by the Company may be paid in cash or in other property if the general meeting of shareholders of the Company makes a decision to pay non-cash dividends.</p> <p>The decision on payment of non-cash dividends of the Company shall be made only at the general meeting of shareholders. However the resolution with respect to establishing the date as of which the persons entitled to receive dividends are determined, shall be adopted only upon the proposal of the Company Board of Directors.</p>	<p>7.8 Объявленные Обществом дивиденды могут выплачиваться как деньгами, так и иным имуществом в случае, если общим собранием акционеров Общества принято решение о выплате дивидендов в неденежной форме.</p> <p>Решение о выплате дивидендов Общества в неденежной форме принимается общим собранием акционеров. При этом решение в части установления даты, на которую определяются лица, имеющие право на получение дивидендов, принимается только по предложению Совета директоров Общества.</p>
<p>7.9 Any dividend payment matters not expressly regulated by this Charter shall be regulated by the Company's internal document to be approved by the decision of the Board of Directors of the Company, while provisions of the Federal Law "On Joint Stock Companies" may apply only in the extent consistent with provisions of this Charter and the Company's internal document.</p>	<p>7.9 Вопросы выплаты дивидендов, прямо не урегулированные настоящим Уставом, регулируются внутренним документом Общества, утверждаемым решением Советом директоров Общества, при этом положения Федерального закона «Об акционерных обществах» могут применяться только в части, не противоречащей положениям настоящего Устава и указанного внутреннего документа Общества.</p>
<p><b>8. MANAGEMENT BODIES OF THE COMPANY</b></p>	<p><b>8. ОРГАНЫ УПРАВЛЕНИЯ ОБЩЕСТВА</b></p>
<p>8.1 The management bodies of the Company are:</p> <ul style="list-style-type: none"> <li>– General Meeting of Shareholders;</li> <li>– Board of Directors;</li> <li>– General Director - sole executive body.</li> </ul>	<p>8.1 Органами управления Общества являются:</p> <ul style="list-style-type: none"> <li>– Общее собрание акционеров;</li> <li>– Совет директоров;</li> <li>– Генеральный директор - единоличный исполнительный орган.</li> </ul>
<p>8.2 The Company may create additional internal structural units (committees, commissions, boards) within relevant management body.</p>	<p>8.2 В Обществе могут создаваться дополнительные внутренние структурные образования (комитеты, комиссии, советы) при соответствующем органе управления.</p>

## 9. GENERAL MEETING OF SHAREHOLDERS

9.1 The supreme management body of the Company shall be the general meeting of shareholders. The Company shall hold annual general meeting of shareholders once a year. The annual general meeting of the shareholders shall be held at least two months, but no more than six months after the end of a reporting year.

The annual general meeting of shareholders shall resolve on the following matters: election of the Company's Board of Directors; approval of the Company's Auditor for the audit of accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting, referred to in clause 28.1 of this Charter; approval of the Company's annual report; approval of annual accounting (financial) statements of the Company (including the payment (declaration) of dividends, distribution of profits except for the payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company based on the results of the reporting year, and other issues falling within the competence of the general meeting of shareholders.

9.2 General meetings other than the annual are deemed extraordinary general meetings.

9.3 The Company's shareholders (shareholder) holding in aggregate at least 2 percent of the Company's voting shares may no later than thirty (30) days from the end of the reporting year include issues in the agenda of the annual general meeting of shareholders and propose candidates for the Board of Directors of the Company. The number of such candidates may not exceed the number of members of the relevant body.

## 9. ОБЩЕЕ СОБРАНИЕ АКЦИОНЕРОВ

9.1 Высшим органом управления Общества является общее собрание акционеров. Общество обязано ежегодно проводить годовое общее собрание акционеров. Годовое общее собрание акционеров проводится в сроки не ранее, чем через два месяца, и не позднее, чем через шесть месяцев после окончания отчетного года.

На годовом общем собрании акционеров должны решаться вопросы об избрании Совета директоров Общества, утверждении Аудитора Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, утверждении годового отчета Общества, годовой бухгалтерской (финансовой) отчетности Общества, распределении прибыли (в том числе выплате (объявлении) дивидендов, за исключением выплаты (объявления) дивидендов по результатам первого квартала, полугодия, девяти месяцев отчетного года) и убытков Общества по результатам отчетного года, а также могут решаться иные вопросы, отнесенные к компетенции общего собрания акционеров.

9.2 Проводимые помимо годового общие собрания акционеров являются внеочередными.

9.3 Акционеры (акционер) Общества, владеющие в совокупности не менее чем 2 процентами голосующих акций Общества, в срок не позднее 30 (тридцати) дней после окончания отчетного года, вправе внести вопросы в повестку дня годового общего собрания акционеров и выдвинуть кандидатов в Совет директоров Общества. При этом число кандидатов не может превышать

количественный состав  
соответствующего органа.

If the proposed agenda includes the election of the members of the Board of Directors, the shareholders or shareholder holding in aggregate at least 2 percent of the Company's voting shares may propose candidates for the Board of Directors of the Company. The number of such candidates may not exceed the number of members of the Board of Directors.

Such proposals shall be received by the Company at least thirty (30) days prior to holding the extraordinary general meeting of shareholders.

In addition to the matters proposed by the shareholders to be included into the agenda of the annual or extraordinary general meeting of shareholders and candidates nominated by the shareholders for formation of the relevant governing body by annual or extraordinary general meeting of shareholders, the Board of Directors has a right to include issues into the agenda of the annual or extraordinary general meeting of shareholders and/or nominees for election to the corresponding governing bodies at its discretion. The number of nominees proposed by the Company Board of Directors cannot exceed the size of the corresponding governing body.

- 9.4 Proposal to include issues to an agenda of the general meeting of shareholders shall be made in writing containing the wording of the issue, the name of the shareholder (shareholders) submitting the issue, number and category (type) of the shares owned by it and shall be signed by the shareholder (shareholders) or their proxies. Proposal on introducing issues to the agenda of the general meeting of shareholders may contain the wording of resolution on each

В случае если предлагаемая повестка дня внеочередного общего собрания акционеров содержит вопрос об избрании членов Совета директоров Общества, акционеры или акционер, владеющие в совокупности не менее чем 2 процентами голосующих акций Общества, вправе предложить кандидатов для избрания в Совет директоров Общества, число которых не может превышать количественный состав Совета директоров Общества.

Такие предложения должны поступить в Общество не менее чем за 30 (тридцать) дней до даты проведения внеочередного общего собрания акционеров.

Наряду с вопросами, предложенными акционерами для включения в повестку дня годового или внеочередного общего собрания акционеров, а также кандидатами, предложенными акционерами для образования соответствующего органа на годовом или внеочередном общем собрании акционеров, Совет директоров Общества вправе включать в повестку дня годового или внеочередного общего собрания акционеров вопросы и (или) кандидатов в список кандидатур для голосования по выборам в соответствующий орган Общества по своему усмотрению. Число кандидатов, предлагаемых Советом директоров Общества, не может превышать количественный состав соответствующего органа.

- 9.4 Предложение о внесении вопросов в повестку дня общего собрания акционеров вносится в письменной форме, содержащей формулировку вопроса, имя (наименование) акционера (акционеров), вносящего вопрос, количества и категории (типа) принадлежащих ему (им) акций и должно быть подписано акционером (акционерами) или их представителями. Предложение о внесении вопросов в



proposed issue.

9.5 When submitting proposals for the nomination of candidates, the candidate's name and data of the identity document shall be indicated: series and (or) the number of the document, date and place of its issuance, issuing authority, name of the body to be elected to which the candidate is proposed. If the candidate is a shareholder of the Company, the number and category (type) of shares belonging to him, the name of the body to be elected to which the candidate is proposed, as well as the name of the shareholder(s) nominating the candidate, the number and category (type) owned by it (them) shares. The proposal shall be signed by the shareholder(s). Together with the proposal to nominate a candidate, the consent of the candidate for nomination shall be obtained.

9.6 The Company's Board of Directors shall consider offered proposals and adopt the resolution on adding them to the agenda of the general meeting of shareholders or on refusal to add them to the agenda within ten (10) days after the expiry date specified in clause 9.3 of this Charter.

The question proposed by the shareholders (shareholder) is to be included in the agenda of the general meeting of shareholders of the Company, as well as the nominated candidates are to be included in the list of candidates for voting in elections to the appropriate body of the Company, except when:

- the shareholders (shareholder) did not observe the deadlines set in clause 9.3 of this Charter;

повестку дня общего собрания акционеров может содержать формулировку решения по каждому предлагаемому вопросу.

9.5 При внесении предложений о выдвижении кандидатов указывается имя кандидата и данные документа, удостоверяющего его личность: серия и (или) номер документа, дата и место его выдачи, орган, выдавший документ, наименование органа для избрания в который предлагается кандидат. В случае, если кандидат является акционером Общества, также указывается количество и категория (тип) принадлежащих ему акций, наименование органа для избрания в который предлагается кандидат, а также имя (наименование) акционера (акционеров), выдвигающего кандидата, количество и категория (тип) принадлежащих ему (им) акций. Предложение должно быть подписано акционером (акционерами). Вместе с предложением о выдвижении кандидата должно быть получено согласие данного кандидата на выдвижение.

9.6 Совет директоров Общества обязан рассмотреть поступившие предложения и принять решение об их включении в повестку дня общего собрания акционеров или об отказе во включении в указанную повестку дня не позднее 10 (десяти) дней после окончания сроков, установленных в пункте 9.3 настоящего Устава.

Вопрос, предложенный акционерами (акционером), подлежит включению в повестку дня общего собрания акционеров Общества, равно как выдвинутые кандидаты подлежат включению в список кандидатур для голосования по выборам в соответствующий орган Общества, за исключением случаев, если:

- акционерами (акционером) не соблюдены сроки, установленные в пункте 9.3 настоящего Устава;

<ul style="list-style-type: none"> <li>– the shareholders (shareholder) are not the owners of the number of voting shares of the Company set in clause 9.3 of this Charter;</li> <li>– the proposal does not comply with the requirements stipulated by clauses 9.4 and 9.5 of this Charter;</li> <li>– the issue proposed for inclusion on the agenda of the general meeting of shareholders of the company is not within its competence.</li> </ul>	<ul style="list-style-type: none"> <li>– акционеры (акционер) не являются владельцами предусмотренного в пункте 9.3 настоящего Устава количества голосующих акций Общества;</li> <li>– предложение не соответствует требованиям, предусмотренным пунктами 9.4 и 9.5 настоящего Устава;</li> <li>– вопрос, предложенный для внесения в повестку дня общего собрания акционеров Общества, не отнесен к его компетенции.</li> </ul>
<p>9.7 The Chairperson of the Board of Directors of the Company shall chair at the general meeting of shareholders of the Company, the person appointed by resolution of the Board of Directors of the Company shall act as the secretary of the general meeting.</p>	<p>9.7 Председательствует на общем собрании акционеров Общества Председатель Совета директоров Общества, функции секретаря общего собрания акционеров осуществляет лицо, назначенное решением Совета директоров Общества.</p>
<p>9.8 Provisions of the Federal Law “On Joint Stock Companies” shall apply to the provisions of this Charter specified in sections 12 – 19 only to the extent consistent with provisions of this Charter and the Company’s internal documents adopted in accordance therewith.</p>	<p>9.8 В отношении положений настоящего Устава, указанных в разделах 12 - 19, положения Федерального закона «Об акционерных обществах» могут применяться только в части, не противоречащей положениям настоящего Устава и внутренних документов Общества, принятых в соответствии с ним.</p>
<p><b>10. COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS</b></p>	<p><b>10. КОМПЕТЕНЦИЯ ОБЩЕГО СОБРАНИЯ АКЦИОНЕРОВ</b></p>
<p>10.1 The responsibility of the general meeting of shareholders shall include:</p> <p>10.1.1 amendments to the Charter of the Company or approving the restated Charter of the Company, including changes in the Company’s name;</p> <p>10.1.2 a change in the Company’s status to non-public or acquisition by the non-public Company of the public status, namely:</p>	<p>10.1 К компетенции общего собрания акционеров относятся следующие вопросы:</p> <p>10.1.1 внесение изменений и дополнений в Устав Общества или утверждение Устава Общества в новой редакции, в том числе изменение наименования Общества;</p> <p>10.1.2 изменение статуса Общества на непубличный или приобретение непубличным Обществом публичного статуса, а именно:</p>

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| <p>(a) adoption of resolution to amend the Charter of a public company excluding any references to the fact that the Company is a public company;</p>   | <p>(a) принятие решения о внесении в устав публичного общества изменений, исключающих указание на то, что Общество является публичным;</p>  |
| <p>(b) adoption of resolution in order for the Company to apply to the Bank of Russia for releasing it from the obligation to disclose the information as provided by the laws of the Russian Federation on securities;</p> | <p>(b) принятие решения об обращении Общества в Банк России с заявлением об освобождении его от обязанности раскрывать информацию, предусмотренную законодательством Российской Федерации о ценных бумагах;</p> |
| <p>(c) adoption of resolution on making an application concerning delisting of shares and issue-grade securities, convertible into shares;</p>  | <p>(c) принятие решения об обращении с заявлением о делистинге акций и эмиссионных ценных бумаг, конвертируемых в акции;</p>  |
| <p>(d) adoption of resolution to amend the Charter of a private company containing a reference to the fact that such company is a public company;</p>   | <p>(d) принятие решения о внесении в устав непубличного общества изменений, содержащих указание на то, что такое общество является публичным;</p>   |
| <p>(e) adoption of resolution on making an application concerning delisting of Company shares and/or the Company issue-grade securities, convertible into shares of the Company;</p>  | <p>(e) принятие решения об обращении с заявлением о листинге акций общества и (или) эмиссионных ценных бумаг общества, конвертируемых в акции общества;</p>   |
| <p>10.1.3 approval of a transaction in which a member of the Board of Directors of the Company is interested if that member has not disclosed his interest to the Company pursuant to Section 25 of this Charter;</p>       | <p>10.1.3 одобрение сделки, в которой заинтересован член Совета директоров Общества, если он не раскрыл свою заинтересованность Обществу в соответствии с разделом 25 настоящего Устава;</p>                    |
| <p>10.1.4 reorganisation of the Company by way of consolidation, merger in the form of acquisition, division,</p>   | <p>10.1.4 реорганизация Общества в форме слияния, присоединения,</p>  |

	spin-off or transformation;		разделения, выделения или преобразования;
10.1.5	change of the Company's governing law through its registration in a foreign state subject to consent of the Government of the Russian Federation;	10.1.5	изменение личного закона Общества посредством его регистрации в иностранном государстве при условии наличия согласия Правительства Российской Федерации;
10.1.6	liquidation of the Company and cancellation of such liquidation, appointment of a liquidation committee, including fees payable to the liquidation committee and termination of its powers, approval of interim and final liquidation balance sheets, striking off the Company from the register;	10.1.6	ликвидация Общества и отмена такой ликвидации, назначение ликвидационной комиссии, в том числе вознаграждения ликвидационной комиссии, а также прекращение ее полномочий, утверждение промежуточного и окончательного ликвидационных балансов, исключение записи об Обществе;
10.1.7	fragmentation, conversion and consolidation of shares;	10.1.7	дробление, конвертация и консолидация акций;
10.1.8	acquisition by the Company of outstanding shares;	10.1.8	приобретение Обществом размещенных акций;
10.1.9	reduction of the Company's share capital by reducing the shares' nominal value;	10.1.9	уменьшение уставного капитала Общества путем уменьшения номинальной стоимости акций;
10.1.10	reduction of the Company's share capital by the Company acquiring some of the shares for the purpose of their overall reduction and by redeeming the shares acquired or repurchased by the Company;	10.1.10	уменьшение уставного капитала Общества путем приобретения Обществом части акций в целях сокращения их общего количества, а также путем погашения приобретенных или выкупленных Обществом акций;
10.1.11	increase of the share capital of the Company by increasing par value of the shares;	10.1.11	увеличение уставного капитала Общества путем увеличения номинальной стоимости акций;
10.1.12	increase in the share capital of the Company by placement of additional ordinary shares of the Company through the private	10.1.12	увеличение уставного капитала Общества путем размещения дополнительных обыкновенных акций по закрытой подписке;

offering;

10.1.13 increase in the share capital of the Company by placement of additional ordinary shares of the Company through the public offering;

10.1.14 issue of the Company's issue-grade securities convertible into shares by private offering, and placement of issue-grade securities convertible into ordinary shares by public offering;

10.1.15 increase of the Company's share capital at the expense of the Company's property by placing additional shares only among the Company's shareholders;

10.1.16 determination of the quantity, nominal value, class (type) of authorised shares and rights granted by such shares;

10.1.17 amendment of the resolutions specified in clauses 10.1.1 – 10.1.16 of this Charter;

10.1.18 Approval of the Company's Auditor for the audit of the accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting, referred to in clause 28.1 of this Charter, and his removal;

10.1.19 election of members of the Company's Board of Directors and early termination of their powers;

10.1.13 увеличение уставного капитала Общества путем размещения дополнительных обыкновенных акций по открытой подписке;

10.1.14 размещение посредством закрытой подписки эмиссионных ценных бумаг Общества, конвертируемых в акции, и размещение посредством открытой подписки эмиссионных ценных бумаг, которые могут быть конвертированы в обыкновенные акции;

10.1.15 увеличение уставного капитала Общества за счет имущества Общества путем размещения дополнительных акций только среди акционеров Общества;

10.1.16 определение количества, номинальной стоимости, категории (типа) объявленных акций и прав, предоставляемых этими акциями;

10.1.17 изменение решений, указанных в пунктах 10.1.1 - 10.1.16 настоящего Устава;

10.1.18 утверждение Аудитора Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, и прекращение его полномочий;

10.1.19 избрание членов Совета директоров Общества и досрочное прекращение их полномочий;

10.1.20	payment (declaration) of the dividends and establishment of the date on which the persons entitled to receive dividends are determined;	10.1.20	выплата (объявление) дивидендов, установление даты, на которую определяются лица, имеющие право на получение дивидендов;
10.1.21	distribution of profits (including payment (declaration) of dividends, except for payment of profits distributed as dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company based on the results of the reporting year; and establishment of the date on which the persons entitled to receive dividends are determined;	10.1.21	распределение прибыли (в том числе выплата (объявление) дивидендов, за исключением прибыли, распределенной в качестве дивидендов по результатам первого квартала, полугодия, девяти месяцев отчетного года) и убытков Общества по результатам отчетного года и установление даты, на которую определяются лица, имеющие право на получение дивидендов;
10.1.22	changes in the agenda of the general meeting of shareholders;	10.1.22	изменение повестки дня общего собрания акционеров;
10.1.23	approval of an annual report, annual accounting (financial) statements of the Company;	10.1.23	утверждение годового отчета, годовой бухгалтерской (финансовой) отчетности Общества;
10.1.24	amendment of the resolutions specified in clauses 10.1.18, 10.1.20 - 10.1.23 of this Charter.	10.1.24	изменение решений, указанных в пунктах 10.1.18, 10.1.20 - 10.1.23 настоящего Устава.
10.2	The general meeting of shareholders may not consider and pass resolutions on issues outside its terms of reference in accordance with the Federal Law "On International Companies" and this Charter.	10.2	Общее собрание акционеров не вправе рассматривать и принимать решения по вопросам, не отнесенным к его компетенции Федеральным законом «О международных компаниях» и настоящим Уставом.
10.3	Provisions of the clause 48 of the Federal Law "On Joint Stock Companies" shall not apply to any matters specified in this section.	10.3	Положения статьи 48 Федерального закона «Об акционерных обществах» к Обществу не применяются.
<b>11.</b>	<b>RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS</b>	<b>11.</b>	<b>РЕШЕНИЕ ОБЩЕГО СОБРАНИЯ АКЦИОНЕРОВ</b>
11.1	Shareholders owning the ordinary shares of the Company shall have the voting right with regard to issues put to a vote on the general meeting of shareholders.	11.1	Правом голоса на общем собрании акционеров по вопросам, поставленным на голосование, обладают акционеры -

владельцы обыкновенных акций Общества.

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| <p>11.2 The resolution of the general meeting of shareholders on an issue which is put to vote is adopted by the majority of votes of the shareholders holding voting shares of the Company and taking part in the general meeting of shareholders, unless this Charter provide otherwise.</p>  | <p>11.2 Решение общего собрания акционеров по вопросу, поставленному на голосование, принимается большинством голосов акционеров - владельцев голосующих акций Общества, принимающих участие в собрании, если для принятия решения настоящим Уставом не установлено иное количество голосов.</p>  |
| <p>11.3 Resolutions on the issues indicated in clauses 10.1.1 - 10.1.17 of this Charter as well as other issues specified by this Charter shall be adopted at the general meeting of shareholders by the majority of two-thirds of votes of the shareholders holding voting shares, taking part in general meeting (<b>«Special resolution»</b>).</p>   | <p>11.3 Решение по вопросам, указанным в пунктах 10.1.1 - 10.1.17 настоящего Устава, а также иным вопросам, определенным настоящим Уставом, принимается общим собранием акционеров большинством в две трети голосов акционеров владельцев голосующих акций, принимающих участие в общем собрании акционеров (<b>«Специальная резолюция»</b>).</p>     |
| <p>11.4 The procedure on the manner of holding the general meeting of shareholders of the Company, as well as other issues related to the preparation and holding of the general meeting of shareholders of the Company, shall be established by the internal document of the Company approved by the decision of the Board of Directors of the Company.</p>  | <p>11.4 Порядок ведения общего собрания акционеров Общества, а также иные вопросы, связанные с подготовкой и проведением общего собрания акционеров Общества, устанавливаются внутренним документом Общества, утверждаемым решением Совета директоров Общества.</p>   |
| <p>11.5 The general meeting of shareholders shall not be entitled to adopt resolutions on items not included in the agenda with the exception of cases when the general meeting of shareholders adopts a decision on changing the agenda of such a general meeting of shareholders.</p>   | <p>11.5 Общее собрание акционеров не вправе принимать решения по вопросам, не включенным в повестку дня собрания, за исключением случаев принятия общим собранием акционеров решения об изменении повестки дня такого общего собрания акционеров.</p>   |
| <p>11.6 Resolutions adopted by the general meeting of shareholders and the results of voting may be announced at the general meeting of shareholders during which the voting was conducted, and shall be brought to the attention of persons included in the list of persons entitled to participate in the general meeting of shareholders in the manner and within the term stipulated by this Charter.</p> | <p>11.6 Решения, принятые общим собранием акционеров, и итоги голосования могут оглашаться на общем собрании акционеров, в ходе которого проводилось голосование, а также должны доводиться до сведения лиц, включенных в список лиц, имеющих право на участие в общем собрании акционеров, в порядке и сроки, предусмотренные настоящим Уставом.</p> |

11.7	Provisions of the Federal Law “On Joint Stock Companies” shall not apply to any matters specified in this section.	11.7	Положения Федерального закона «Об акционерных обществах» к отношениям, указанным в настоящем разделе, не применяются.
<b>12.</b>	<b>RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS PASSED BY ABSENTEE VOTING (BY POLL)</b>	<b>12.</b>	<b>РЕШЕНИЕ ОБЩЕГО СОБРАНИЯ АКЦИОНЕРОВ, ПРИНИМАЕМОЕ ПУТЕМ ПРОВЕДЕНИЯ ЗАОЧНОГО ГОЛОСОВАНИЯ (ОПРОСНЫМ ПУТЕМ)</b>
12.1	A resolution of the general meeting of shareholders may be adopted without holding the meeting (simultaneous presence of the shareholders to discuss the issues on the agenda and make resolutions on the issues put to vote) by absentee voting.	12.1	Решение общего собрания акционеров может быть принято без проведения собрания (совместного присутствия акционеров для обсуждения вопросов повестки дня и принятия решений по вопросам, поставленным на голосование) путем проведения заочного голосования.
12.2	The general meeting of shareholders the agenda of which includes issues related to the election of the Board of Directors of the Company, approval of the Company’s Auditor for the audit of the accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting, referred to in clause 28.1 of this Charter, approval of the annual report and annual accounting (financial) statements of the Company may not be held in the form of absentee vote.	12.2	Общее собрание акционеров, повестка дня которого включает вопросы об избрании Совета директоров Общества, утверждении Аудитора Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, утверждении годового отчета, годовой бухгалтерской (финансовой) отчетности Общества не может проводиться в форме заочного голосования.
12.3	The procedure for adoption of resolutions at the general meeting of shareholders of the Company through absentee voting shall be determined by internal documents of the Company approved by the resolution of the Board of Directors of the Company.	12.3	Порядок принятия решений общего собрания акционеров Общества путем заочного голосования определяется внутренним документом Общества, утверждаемым решением Совета директоров Общества.
<b>13.</b>	<b>EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS</b>	<b>13.</b>	<b>ВНЕОЧЕРЕДНОЕ ОБЩЕЕ СОБРАНИЕ АКЦИОНЕРОВ</b>
13.1	The extraordinary general meeting of shareholders shall be held following a resolution of the Company’s Board of Directors on its own initiative, and at the request of the shareholder (shareholders) holding not less than 10 percent of voting shares of the Company as of the date of	13.1	Внеочередное общее собрание акционеров проводится по решению Совета директоров Общества на основании его собственной инициативы, а также требования акционера (акционеров), являющегося владельцем не менее чем 10 процентов голосующих



request.

13.2 An extraordinary general meeting of shareholders upon the demand of the shareholder (shareholders) holding not less than 10 percent of the voting shares of the Company shall be convened by the Board of Directors of the Company.

13.3 The request to hold extraordinary general meeting of shareholders shall contain the items to be included in the agenda of the meeting, may contain wordings of resolutions for each issue and proposals on the form of holding the general meeting of shareholders. If the request to convene an extraordinary general meeting of shareholders contains a proposal for nomination of candidates, such a proposal shall contain the names of candidates and data of the identity documents: series and (or) number of the document, date and place of its issuance, issuing authority, if the candidate is a shareholder of the Company, then the number and category (type) of shares belonging to him/her, name of the body for which the candidate is proposed for. The number of such candidates may not exceed the number of members of the relevant body. If the request to hold an extraordinary general meeting of shareholders is made by the shareholders (shareholder), it shall contain the names of the shareholders (shareholder) who request to convene such extraordinary general meeting of shareholders, and number and category (type) of shares held by them. The request to hold an extraordinary general meeting of shareholders shall be signed by the persons (person) who request to hold such meeting.

13.4 The Board of Directors shall not be entitled to amend the wordings of items of the

акций Общества на дату предъявления требования.

13.2 Созыв внеочередного общего собрания акционеров по требованию акционеров (акционера), являющихся владельцами не менее чем 10 процентов голосующих акций Общества, осуществляется Советом директоров Общества.

13.3 В требовании о проведении внеочередного общего собрания акционеров должны быть сформулированы вопросы, подлежащие внесению в повестку дня собрания, могут содержаться формулировки решений по каждому из этих вопросов, а также предложение о форме проведения общего собрания акционеров. В случае если требование о созыве внеочередного общего собрания акционеров содержит предложение о выдвижении кандидатов, то такое предложение должно содержать имена кандидатов и данные документов, удостоверяющих их личность: серия и (или) номер документа, дата и место его выдачи, орган, выдавший документ, в случае, если кандидат является акционером Общества, также указывается количество и категория (тип) принадлежащих ему акций, наименование органа, для избрания в который предлагается кандидат. При этом число кандидатов не может превышать количественный состав соответствующего органа. В случае если требование о созыве внеочередного общего собрания акционеров исходит от акционеров (акционера), оно должно содержать имена (наименования) акционеров (акционера), требующих созыва такого собрания, и указание количества, категории (типа) принадлежащих им акций. Требование о созыве внеочередного общего собрания акционеров подписывается лицами (лицом), требующими созыва внеочередного общего собрания акционеров.

13.4 Совет директоров Общества не вправе вносить изменения в формулировки

agenda, wordings of resolutions on such items and change the proposed form of holding such extraordinary general meeting of shareholders convened at the request of the shareholders (shareholder) holding at least 10 percent of the voting shares of the Company save where written consent of the person requesting to hold an extraordinary general meeting of shareholders is received regarding relevant changes in the wording of the agenda items, resolutions and changes in the form of the meeting of shareholders. The Board of Directors has a right to include issues into the agenda of such extraordinary general meeting of shareholders and/or nominees for election to the corresponding governing bodies at its discretion. The number of nominees proposed by the Company Board of Directors cannot exceed the size of the corresponding governing body.

вопросов повестки дня, формулировки решений по таким вопросам и изменять предложенную форму проведения внеочередного общего собрания акционеров, созываемого по требованию акционеров (акционера), являющихся владельцами не менее чем 10 процентов голосующих акций Общества, за исключением случая, если от лица, требующего проведения внеочередного общего собрания акционеров, получено письменное согласие на соответствующее изменение формулировок вопросов повестки дня, решений, а также изменение формы проведения собрания акционеров. Наряду с вопросами, предложенными акционерами для включения в повестку дня внеочередного общего собрания акционеров, а также кандидатами, предложенными акционерами для образования соответствующего органа, Совет директоров Общества вправе включать в повестку дня такого общего собрания акционеров вопросы и (или) кандидатов в список кандидатур для голосования по выборам в соответствующий орган Общества по своему усмотрению. Число кандидатов, предлагаемых Советом директоров Общества, не может превышать количественный состав соответствующего органа.

13.5 A resolution to convene the extraordinary general meeting of shareholders or to reject to convene it shall be adopted by the Board of Directors of the Company within ten (10) days from the date of the request of shareholders (shareholder) holding at least 10 percent of the voting shares of the Company.

13.5 В течение 10 (десяти) дней с даты предъявления акционеров (акционера), являющихся владельцами не менее чем 10 процентов голосующих акций Общества, о созыве внеочередного общего собрания акционеров Советом директоров Общества должно быть принято решение о созыве внеочередного общего собрания акционеров либо об отказе в его созыве.

13.6 The extraordinary general meeting of shareholders convened at the request of the shareholders (shareholder) holding at least 10 percent of the voting shares of the Company shall be held within fifty (50) days from the date of the request to convene the extraordinary general meeting of

13.6 Внеочередное общее собрание акционеров, созываемое по требованию акционеров (акционера), являющихся владельцами не менее чем 10 процентов голосующих акций Общества, должно быть проведено в течение 50 (пятидесяти) дней с момента представления требования о проведении

shareholders.	внеочередного общего собрания акционеров.
<p>13.7 The extraordinary general meeting of shareholders convened at the request of the shareholder(s) holding at least 10 percent of the Company's voting shares, agenda of which includes the issue regarding election of the members of the Board of Directors, shall be held within eighty-five (85) days from the date of the request to convene the extraordinary general meeting of shareholders.</p>	<p>13.7 Внеочередное общее собрание акционеров, созываемое по требованию акционеров (акционера), являющихся владельцами не менее чем 10 процентов голосующих акций Общества, повестка дня которого содержит вопрос об избрании членов Совета директоров Общества, должно быть проведено в течение 85 (восемидесяти пяти) дней с момента представления требования о проведении внеочередного общего собрания акционеров.</p>
<p>Should the number of members of the Board of Directors become less than the number constituting the quorum for the Board of Directors, the Board of Directors shall adopt resolution to convene an extraordinary general meeting of shareholders for election of new members of the Board of Directors, and such a meeting shall be held within eighty (80) days from the time of adoption by the Company's Board of Directors of the resolution on its convocation.</p>	<p>В случае когда количество членов Советов директоров Общества становится менее количества, составляющего кворум для проведения заседаний Совета директоров Общества, внеочередное общее собрание акционеров, созываемое по решению Совета директоров Общества на основании его собственной инициативы для решения вопроса об избрании Совета директоров Общества, должно быть проведено в течение 80 (восемидесяти) дней с момента принятия решения о его проведении Советом директоров Общества.</p>
<p>13.8 The resolution to reject convening of the extraordinary general meeting of shareholders at the request of the shareholders (shareholder) holding at least 10 percent of the voting shares of the Company can be adopted if:</p> <ul style="list-style-type: none"> <li>– procedure for making requests to convene the extraordinary general meeting of shareholders was not followed;</li> <li>– shareholders (shareholder) requesting to hold the extraordinary general meeting of shareholders hold less than 10 percent of voting shares of the Company as of the date of request;</li> </ul>	<p>13.8 Решение об отказе в созыве внеочередного общего собрания акционеров по требованию акционеров (акционера), являющихся владельцами не менее чем 10 процентов голосующих акций Общества, может быть принято в случае, если:</p> <ul style="list-style-type: none"> <li>– не соблюден порядок предъявления требования о созыве внеочередного общего собрания акционеров;</li> <li>– акционеры (акционер), требующие созыва внеочередного общего собрания акционеров, не являются владельцами не менее 10 процентов голосующих акций Общества на дату предъявления требования;</li> </ul>

- none of the issues proposed for the agenda of the extraordinary general meeting of shareholders falls within its competence, and/or does not comply this Charter.
  - ни один из вопросов, предложенных для внесения в повестку дня внеочередного общего собрания акционеров, не отнесен к его компетенции и (или) не соответствует требованиям настоящего Устава.
- 13.9 The Board of Directors of the Company resolution to convene the extraordinary general meeting of shareholders or its reasoned refusal shall be sent to the persons who requested to convene it within ten (10) days from the making of such resolution.
- 13.9 Решение Совета директоров Общества о созыве внеочередного общего собрания акционеров или мотивированное решение об отказе в его созыве направляется лицам, требующим его созыва, не позднее 10 (десяти) дней с момента принятия такого решения.
- 13.10 If within ten (10) days the resolution to convene the extraordinary general meeting of shareholders is not passed by the Board of Directors of the Company or it is resolved to reject convening the extraordinary general meeting of shareholders, the bodies and persons requesting to convene it shall have the right to apply to the court with seeking to compel the Company to hold the extraordinary general meeting of shareholders.
- 13.10 В случае если в течение 10 (десяти) дней Советом директоров Общества не принято решение о созыве внеочередного общего собрания акционеров или принято решение об отказе в его созыве, орган Общества или лица, требующие его созыва, вправе обратиться в суд с требованием о понуждении Общества провести внеочередное общее собрание акционеров.
- 13.11 The judgment to compel the Company to hold an extraordinary general meeting of shareholders shall indicate the term and procedure for its holding. The implementation of the judgment shall be vested into the claimant or, upon its application, into the body of the Company or another person provided that consented to do so. The Board of Directors of the Company cannot act as such body. At the same time, the Company's body or a person who, pursuant to the judgment, holds an extraordinary general meeting of shareholders, has all the powers required by this Charter for convening and holding this meeting. If pursuant to the judgment an extraordinary general meeting of shareholders is conducted by the claimant, the expenses for the preparation for and holding of this meeting can be reimbursed by the resolution of the general meeting of shareholders at the expense of the Company.
- 13.11 В решении суда о понуждении Общества провести внеочередное общее собрание акционеров указываются сроки и порядок его проведения. Исполнение решения суда возлагается на истца либо по его ходатайству на орган Общества или иное лицо при условии их согласия. Таким органом не может быть Совет директоров Общества. При этом орган Общества или лицо, которое в соответствии с решением суда проводит внеочередное общее собрание акционеров, обладает всеми предусмотренными настоящим Уставом полномочиями, необходимыми для созыва и проведения этого собрания. В случае, если в соответствии с решением суда внеочередное общее собрание акционеров проводит истец, расходы на подготовку и проведение этого собрания могут быть возмещены по решению общего собрания акционеров за счет средств Общества.

## 14. COUNTING COMMITTEE

- 14.1 Functions of the Counting Committee shall be performed by the Company's register holder, being a holder of its register of shareholders. The register holder shall perform the functions of the Counting Committee in accordance with the requirements of the laws of the Russian Federation, this Charter and the agreement entered into by the Company with the register holder.
- 14.2 Representatives of the register holder at the general meeting of shareholders of the Company verify the authorities and register persons participating in general meetings of shareholders, determine whether the meeting has a quorum, clarify any questions the shareholders or their representatives may have about voting at the meeting of shareholders, ensure that a proper voting procedure is adhered to, count the votes and compute the ballot results, compile voting minutes, hand over the ballots for archiving with the Company.

## 15. NOTIFICATION OF THE GENERAL MEETING OF SHAREHOLDERS AND THE PROCEDURE FOR PARTICIPATION OF SHAREHOLDERS IN THE GENERAL MEETING OF SHAREHOLDERS

- 15.1 In the course of preparation to a general meeting of shareholders, the Company's Board of Directors shall determine:
- form of the general meeting of shareholders (meeting or absentee voting);
  - date, time, place of the meeting, the time of commencing of the registration of the persons entitled to participate in the general meeting of shareholders and the postal address to

## 14. СЧЕТНАЯ КОМИССИЯ

- 14.1 Выполнение функций Счетной комиссии осуществляет регистратор Общества, держатель его реестра акционеров. Регистратор осуществляет функции Счетной комиссии в соответствии с требованиями законодательства Российской Федерации, настоящим Уставом и договором, заключаемым Обществом с регистратором.
- 14.2 Представители регистратора на общем собрании акционеров Общества проверяют полномочия и регистрируют лиц, участвующих в общем собрании акционеров, определяют кворум общего собрания акционеров, разъясняют вопросы, возникающие в связи с реализацией акционерами (их представителями) права голоса на общем собрании акционеров, разъясняют порядок голосования по вопросам, выносимым на голосование, обеспечивают установленный порядок голосования и права акционеров на участие в голосовании, подсчитывают голоса и подводят итоги голосования, составляют протокол об итогах голосования, передают в архив Общества бюллетени для голосования.

## 15. СООБЩЕНИЕ О ПРОВЕДЕНИИ ОБЩЕГО СОБРАНИЯ АКЦИОНЕРОВ И ПОРЯДОК УЧАСТИЯ АКЦИОНЕРОВ В ОБЩЕМ СОБРАНИИ АКЦИОНЕРОВ

- 15.1 При подготовке к проведению общего собрания акционеров Совет директоров Общества определяет:
- форму проведения общего собрания акционеров (собрание или заочное голосование);
  - дату, место, время проведения общего собрания акционеров, почтовый адрес, по которому могут направляться заполненные бюллетени, либо в случае

- which completed ballots may be sent, or, in the case of a general meeting of shareholders held by way of remote voting, the deadline for acceptance of ballots and the postal address to which completed ballots are to be sent;
- date on which persons who have the right to participate in the general meeting of shareholders are determined (recorded);
  - deadline to accept proposals from shareholders to nominate their candidates to be elected to the Company's Board of Directors if the agenda for an extraordinary general meeting of shareholders contains an item on the elections to the Company's Board of Directors;
  - agenda of the general meeting of shareholders;
  - procedure for notifying shareholders of the general meeting of shareholders;
  - the procedure of inspecting information (materials) to be delivered for preparation to a general meeting of shareholders;
  - classes (types) of shares, whose owners have the right to vote on all or some items on the agenda of the general meeting of shareholders;
  - the list of information (materials) to be provided to shareholders in the course of preparation for the general meeting of shareholders and the procedure of providing thereof;
  - the form and the text of the voting ballot as well as the wording of a resolution on the agenda items of the general meeting of shareholders,
- проведения общего собрания акционеров в форме заочного голосования дату окончания приема бюллетеней для голосования и почтовый адрес, по которому должны направляться заполненные бюллетени;
- дату, на которую определяются (фиксируются) лица, имеющие право на участие в общем собрании акционеров;
  - дату окончания приема предложений акционеров о выдвижении кандидатов для избрания в Совет директоров Общества, если повестка дня внеочередного общего собрания акционеров содержит вопрос об избрании членов Совета директоров Общества;
  - повестку дня общего собрания акционеров;
  - порядок сообщения акционерам о проведении общего собрания акционеров;
  - порядок ознакомления с информацией (материалами), подлежащей предоставлению при подготовке к проведению общего собрания акционеров;
  - категории (типы) акций, владельцы которых имеют право голоса по всем или некоторым вопросам повестки дня общего собрания акционеров;
  - перечень информации (материалов), предоставляемой акционерам при подготовке к проведению общего собрания акционеров, и порядок ее предоставления;
  - форму и текст бюллетеня для голосования, а также формулировки решений по вопросам повестки дня общего

	which shall be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company;		собрания акционеров, которые должны направляться в электронной форме (в форме электронных документов) номинальным держателям акций, зарегистрированным в реестре акционеров Общества;
	– time of the beginning of registration of persons participating in the general meeting of shareholders held in the form of a meeting.		– время начала регистрации лиц, участвующих в общем собрании акционеров, проводимом в форме собрания.
15.2	The Company's general meeting of shareholders may be held at the registered office of the Company or at any other place in the Russian Federation as determined by the Company's Board of Directors.	15.2	Общее собрание акционеров Общества может проводиться по месту нахождения Общества или в любом ином месте на территории Российской Федерации, определенном решением Совета директоров Общества.
15.3	By the decision of the Company's Board of Directors, when preparing for the general meeting of shareholders, it may be possible to fill out an electronic form of voting ballots on the Internet or send filled ballots to the Company's e-mail address. In this case, the Company's Board of Directors determines the website address where persons entitled to participate in the general meeting of shareholders can fill out the electronic form of the ballots and the e-mail address to which the completed ballots can be sent.	15.3	Решением Совета директоров Общества при подготовке к проведению общего собрания акционеров может быть предусмотрена возможность заполнения электронной формы бюллетеней для голосования на сайте в информационно-телекоммуникационной сети Интернет или направления заполненных бюллетеней по адресу электронной почты Общества. В этом случае Совет директоров Общества определяет адрес сайта, на котором лица, имеющие право на участие в общем собрании акционеров, могут заполнить электронную форму бюллетеней и адрес электронной почты, на который могут быть направлены заполненные бюллетени.
15.4	The notification of the general meeting of shareholders shall be made within the time specified in Article 52(1) of the Federal Law "On Joint Stock Companies".	15.4	Сообщение о проведении общего собрания акционеров должно быть сделано в сроки, предусмотренные пунктом 1 статьи 52 Федерального закона «Об акционерных обществах».
15.5	A notice of a general meeting of shareholders should specify:	15.5	В сообщении о проведении общего собрания акционеров должны быть указаны:
	– the full business name and registered office of the Company;		– полное фирменное наименование Общества и место нахождения Общества;

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| <ul style="list-style-type: none"> <li>– form of the general meeting of shareholders (meeting or absentee voting);</li> <li>– date, place and time of the general meeting of shareholders, postal address to which the filled in ballots may be sent or, if the general meeting of shareholders is held by absentee voting, the deadline for accepting voting ballots and the postal address to which the ballots shall be sent;</li> <li>– the e-mail address where the filled-in ballots can be sent to, and (or) the website address in the Internet information and telecommunication network, where the electronic form of the ballots can be filled in, if the decision on such ways of sending the ballots was taken by the Board of Directors of the Company;</li> <li>– date on which persons who have the right to participate in the general meeting of shareholders are determined (recorded);</li> <li>– agenda of the general meeting of shareholders;</li> <li>– the procedure of inspecting information (materials) to be delivered for preparation to a general meeting of shareholders;</li> <li>– classes (types) of shares, whose owners have the right to vote on all or some items on the agenda of the general meeting of shareholders.</li> </ul> | <ul style="list-style-type: none"> <li>– форма проведения общего собрания акционеров (собрание или заочное голосование);</li> <li>– дата, место, время проведения общего собрания акционеров и почтовый адрес, по которому могут направляться заполненные бюллетени, либо в случае проведения общего собрания акционеров в форме заочного голосования дата окончания приема бюллетеней для голосования и почтовый адрес, по которому должны направляться заполненные бюллетени;</li> <li>– адрес электронной почты, по которому могут направляться заполненные бюллетени, и (или) адрес сайта в информационно-телекоммуникационной сети Интернет, на котором может быть заполнена электронная форма бюллетеней, если решение о таких способах направления бюллетеней принято Советом директоров Общества;</li> <li>– дата, на которую определяются (фиксируются) лица, имеющие право на участие в общем собрании акционеров;</li> <li>– повестка дня общего собрания акционеров;</li> <li>– порядок ознакомления с информацией (материалами), подлежащей предоставлению при подготовке к проведению общего собрания акционеров;</li> <li>– категории (типы) акций, владельцы которых имеют право голоса по всем или некоторым вопросам повестки дня общего собрания акционеров.</li> </ul> |
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15.6 A notice of the general meeting of shareholders shall be sent within the time specified in clause 15.4 of the Charter to

15.6 В указанные в пункте 15.4 настоящего Устава сроки сообщение о проведении общего собрания акционеров доводится



the persons entitled to participate in the general meeting of shareholders and registered in the register of the Company's shareholders by its publication on the Company's website at [www.enplus.ru](http://www.enplus.ru) or another website on the Internet information and telecommunication network, determined by a decision of the Company's Board of Directors.

до сведения лиц, имеющих право на участие в общем собрании акционеров и зарегистрированных в реестре акционеров Общества, путем размещения на сайте Общества в информационно-телекоммуникационной сети Интернет – [www.enplus.ru](http://www.enplus.ru) или ином сайте в информационно-телекоммуникационной сети Интернет, определяемом решением Совета директоров Общества.

15.7 A notice of a general meeting of shareholders may be additionally, or alternatively to the method specified in clause 15.6 of this Charter, communicated to the persons entitled to participate in the general meeting of shareholders by registered mail to the address specified in the register of shareholders of the Company and/or in electronic form by sending an electronic message to the e-mail address to those shareholders of the Company who have provided their e-mail details to the Company or register holder, as well as in any other way determined by the decision of the Company's Board of directors.

15.7 Сообщение о проведении общего собрания акционеров может дополнительно или вместо способа, указанного в пункте 15.6 настоящего Устава, доводиться до сведения лиц, имеющих право на участие в общем собрании акционеров, заказным письмом по адресу, указанному в реестре акционеров Общества, и/или в электронной форме путем направления электронного сообщения по адресу электронной почты тем акционерам Общества, которые сообщили данные электронной почты Обществу или регистратору, а также любым иным способом, определяемым решением Совета директоров Общества.

15.8 The information (materials) specified in Article 52(3) of the Federal Law "On Joint Stock Companies" to be provided to the persons entitled to participate in the general meeting of shareholders should be made available within ten (10) days and, in the event of a general meeting of shareholders with the agenda item on the Company's reorganization, within twenty (20) days prior to the general meeting of shareholders to any persons entitled to attend the general meeting of shareholders for inspection at the offices of the Company's executive body and in other places at the addresses specified in the notice of the general meeting of shareholders and in addition to or in lieu of the method specified above may be posted on the website specified in clause 15.6 of this Charter (or determined in accordance with paragraph 15.6 of this Charter by the Board of Directors of the Company). Such information (materials)

15.8 Информация (материалы), указанная в пункте 3 статьи 52 Федерального закона «Об акционерных обществах», подлежащая предоставлению лицам, имеющим право на участие в общем собрании акционеров, в течение 10 (десяти) дней, а в случае проведения общего собрания акционеров, повестка дня которого содержит вопрос о реорганизации Общества, в течение 20 (двадцати) дней до проведения общего собрания акционеров должна быть доступна лицам, имеющим право на участие в общем собрании акционеров, для ознакомления в помещении исполнительного органа Общества и иных местах, адреса которых указаны в сообщении о проведении общего собрания акционеров, а также в дополнение или вместо способа, указанного выше, может быть размещена на сайте, указанном в пункте

must be available to the persons attending a general meeting of shareholders at the time of its holding.

The Company's Board of Directors may determine another method of delivering such information to the individuals placed on the list of individuals entitled to participate in the general meeting of shareholders.

15.9 The Company must provide copies of documents that shall be provided to the persons entitled to attend the Company's general meeting of shareholders to the person entitled to attend a general meeting of shareholders at his request.

15.10 If a person registered in the Company's shareholder register is a nominal holder of shares, a notice of the general meeting of shareholders and information (materials) to be provided to the persons entitled to attend a general meeting of shareholders shall be given in accordance with the law on securities of the Russian Federation for the provision of information and materials to persons exercising their rights with respect to securities in preparation for a general meeting of the Company's shareholders.

15.11 The list of persons entitled to participate in the general meeting of shareholders shall be drawn up in accordance with the laws of the Russian Federation on securities.

The date, on which the persons entitled to participate in the general meeting of shareholders of the Company are determined (recorded), shall be set in

15.6 настоящего Устава (или определенном в соответствии с пунктом 15.6 настоящего Устава Советом директоров Общества). Указанная информация (материалы) должна быть доступна лицам, принимающим участие в общем собрании акционеров, во время его проведения.

По решению Совета директоров Общества может быть определен иной способ доведения указанной информации до сведения лиц, включенных в список лиц, имеющих право на участие в общем собрании акционеров.

15.9 Общество обязано по требованию лица, имеющего право на участие в общем собрании акционеров, предоставить ему копии документов, подлежащих предоставлению лицам, имеющим право на участие в общем собрании акционеров.

15.10 В случае, если зарегистрированным в реестре акционеров Общества лицом является номинальный держатель акций, сообщение о проведении общего собрания акционеров и информация (материалы), подлежащая предоставлению лицам, имеющим право на участие в общем собрании акционеров, при подготовке к проведению общего собрания акционеров Общества предоставляются в соответствии с правилами законодательства Российской Федерации о ценных бумагах для предоставления информации и материалов лицам, осуществляющим права по ценным бумагам.

15.11 Список лиц, имеющих право на участие в общем собрании акционеров, составляется в соответствии с законодательством Российской Федерации о ценных бумагах.

Дата, на которую определяются (фиксируются) лица, имеющие право на участие в общем собрании акционеров Общества, устанавливается в

accordance with Article 51(1) of the Federal Law "On Joint Stock Companies".

- 15.12 The right to take part in the general meeting of shareholders shall be exercised by the shareholder either in person or by proxy.

The representative of a shareholder at the general meeting of shareholders shall act in accordance with the powers provided in accordance with the federal laws or the regulations of the authorised government or local authorities, or under a proxy in writing. A proxy shall contain information about the representative (for individuals: full name, data of the identification document (series and/or number, date and place of issue, issuing authority), for corporate entities: name and location). A proxy shall be drawn up in compliance with Article 185.1(3, 4) of the Civil Code of the Russian Federation or notarised.

- 15.13 A shareholder may at any time change his/her representative at the general meeting of shareholders by revoking the relevant proxy pursuant to applicable law. A new representative of a shareholder or a shareholder shall be permitted to vote at the general meeting of shareholders by a new ballot being issued (marked as re-issued) unless the person acting on the shareholder's behalf is deemed as having voted at such a general meeting pursuant to applicable rules of the Company's register holder. If a new representative of a shareholder or a shareholder is admitted, the expression of intentions of the person whose voting powers at such a meeting have been revoked shall be disregarded in determining the voting results.

соответствии с пунктом 1 статьи 51 Федерального закона «Об акционерных обществах».

- 15.12 Право на участие в общем собрании акционеров осуществляется акционером как лично, так и через своего представителя.

Представитель акционера на общем собрании акционеров действует в соответствии с полномочиями, основанными на указаниях федеральных законов или актов уполномоченных на то государственных органов или органов местного самоуправления либо доверенности, составленной в письменной форме. Доверенность на голосование должна содержать сведения о представляемом и представителе (для физического лица - имя, данные документа, удостоверяющего личность (серия и (или) номер документа, дата и место его выдачи, орган, выдавший документ), для юридического лица - наименование, сведения о месте нахождения). Доверенность на голосование должна быть оформлена в соответствии с требованиями пунктов 3 и 4 статьи 185.1 Гражданского кодекса Российской Федерации или удостоверена нотариально.

- 15.13 Акционер имеет право в любой момент заменить своего представителя на общем собрании путем отзыва соответствующей доверенности в соответствии с применимым правом. Новый представитель акционера или акционер допускаются к голосованию на общем собрании путем выдачи нового бюллетеня (с отметкой о повторной выдаче), только если иное лицо, действующее от имени акционера на основании доверенности, не считается проголосовавшим на данном общем собрании в соответствии с применимыми правилами регистратора Общества. При допуске нового представителя акционера или акционера волеизъявление лица, полномочия по голосованию которого на собрании

были отменены, не учитывается при подведении итогов голосования.

15.14 If the shares are transferred after the date on which a list of persons entitled to attend the general meeting of the shareholders has been made and before the date of the general meeting, the person included in the list will provide the transferee with a proxy or vote at the general meeting following the transferee's instructions if it is provided for by the share transfer agreement.

15.14 В случае передачи акций после даты составления списка лиц, имеющих право на участие в общем собрании акционеров, и до даты проведения общего собрания лицо, включенное в этот список, обязано выдать приобретателю доверенность на голосование или голосовать на общем собрании в соответствии с указаниями приобретателя акций, если это предусмотрено договором о передаче акций.

15.15 If a share of the Company is held jointly by several persons, the voting right at the general meeting of shareholders shall be exercised at their discretion by one of the joint owners or by their general representative, the powers of each of these persons shall be duly formalised.

15.15 В случае если акция Общества находится в общей долевой собственности нескольких лиц, то правомочия по голосованию на общем собрании осуществляются по их усмотрению одним из участников общей долевой собственности либо их общим представителем, полномочия каждого из указанных лиц должны быть надлежащим образом оформлены.

## **16. QUORUM OF THE GENERAL MEETING OF SHAREHOLDERS**

## **16. КВОРУМ ОБЩЕГО СОБРАНИЯ АКЦИОНЕРОВ**

16.1 Shareholders shall be deemed to have participated in the general meeting of shareholders if they are registered as participants and if their ballots have been received or if their ballots in the electronic form have been filled out on the website specified in such a notice, if a resolution as to such a method of submitting ballots has been passed by the Company's Board of Directors at least two (2) days prior to the general meeting of shareholders. The shareholders shall be deemed to have participated in the general meeting of shareholders held in the form of absentee voting if their ballots are received prior to the deadline set for accepting the ballots.

16.1 Принявшими участие в общем собрании акционеров считаются акционеры, зарегистрировавшиеся для участия в нем, и акционеры, бюллетени которых получены или электронная форма бюллетеней которых заполнена на указанном в таком сообщении сайте в информационно-телекоммуникационной сети Интернет, если решение о таком способе направления бюллетеней принято Советом директоров Общества, не позднее 2 (двух) дней до даты проведения общего собрания акционеров. Принявшими участие в общем собрании акционеров, проводимом в форме заочного голосования, считаются акционеры, бюллетени которых получены до даты окончания приема бюллетеней.

16.2 Shareholders who have participated in the general meeting of shareholders are also

16.2 Принявшими участие в общем собрании акционеров считаются также

shareholders who, in accordance with the laws of the Russian Federation on securities, have given voting directions to the persons accounting for their rights to shares if communications as to their intentions have been received not later than two (2) days before the date of the general meeting of shareholders or before the deadline for the receipt of ballots at the general meeting of shareholders in the form of absentee voting.

акционеры, которые в соответствии с законодательством Российской Федерации о ценных бумагах дали лицам, осуществляющим учет их прав на акции, указания о голосовании, если сообщения об их волеизъявлении получены не позднее 2 (двух) дней до даты проведения общего собрания акционеров или до даты окончания приема бюллетеней при проведении общего собрания акционеров в форме заочного голосования.

16.3 When a general meeting of shareholders is held in the form of a meeting (joint presence of shareholders to discuss items on the agenda and pass resolutions on the issues put to vote), information and communication technologies may be used, ensuring remote participation in the general meeting of shareholders, discussion of agenda items and adoption of resolutions on the issues put to vote without being present at the place of the general meeting of shareholders subject to the availability of the Company's register holder to ensure the use of such technologies.

16.3 При проведении общего собрания акционеров в форме собрания (совместного присутствия акционеров для обсуждения вопросов повестки дня и принятия решений по вопросам, поставленным на голосование) могут использоваться информационные и коммуникационные технологии, позволяющие обеспечить возможность дистанционного участия в общем собрании акционеров, обсуждения вопросов повестки дня и принятия решений по вопросам, поставленным на голосование, без присутствия в месте проведения общего собрания акционеров, при условии наличия возможности регистратора Общества обеспечить использование таких технологий.

16.4 If the quorum for holding the annual general meeting of shareholders is not reached, a adjourned general meeting of shareholders with the same agenda shall be re-convened later. If the quorum for an extraordinary general meeting of shareholders is not reached, the adjourned general meeting of shareholders with the same agenda may be re-convened later.

16.4 При отсутствии кворума для проведения годового общего собрания акционеров должно быть проведено повторное общее собрание акционеров с той же повесткой дня. При отсутствии кворума для проведения внеочередного общего собрания акционеров может быть проведено повторное общее собрание акционеров с той же повесткой дня.

16.5 The adjourned general meeting of shareholders is competent (quorate) if it is attended by shareholders holding in aggregate not less than 30 percent of outstanding voting shares of the Company.

16.5 Повторное общее собрание акционеров правомочно (имеет кворум), если в нем приняли участие акционеры, обладающие в совокупности не менее чем 30 процентами голосов размещенных голосующих акций Общества.

16.6 If the adjourned general meeting of shareholders is held less than forty (40)

16.6 При проведении повторного общего собрания акционеров менее чем через 40

days following the invalid meeting, the persons entitled to take part in the re-convened general meeting of shareholders shall be determined (recorded) on the date when the list of persons entitled to take part in the invalid meeting is determined (recorded).

- 16.7 If a general meeting of shareholders is not quorate in accordance with the judgement, another general meeting of shareholders shall be held within sixty (60) days with the same agenda. Furthermore, no additional application to the court is required. The adjourned general meeting of shareholders is convened and held by the person or body of the Company indicated in the judgement, and if the indicated person or body of the Company did not convene a general meeting of shareholders within the term determined by the court, the adjourned meeting of shareholders shall be held by another person or body of the Company who filed a lawsuit, provided that such a person or body of the Company are indicated in the judgement.

In the absence of the quorum for holding of an extraordinary general meeting of shareholders based on a court decision, an adjourned meeting shall not be held.

## **17. VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

- 17.1 Voting at the general meeting of shareholders is carried out on a "one voting share one vote" principle.
- 17.2 Voting on the agenda items of the general meeting of shareholders of the Company shall be made by voting ballots only. The receipt by the Company's register holder of information on the intentions of the persons who have the right to participate in the general meeting of shareholders not

(сорок) дней после несостоявшегося общего собрания акционеров лица, имеющие право на участие в таком общем собрании акционеров, определяются (фиксируются) на дату, на которую определялись (фиксировались) лица, имеющие право на участие в несостоявшемся общем собрании акционеров.

- 16.7 При отсутствии кворума для проведения на основании решения суда годового общего собрания акционеров не позднее чем через 60 (шестьдесят) дней должно быть проведено повторное общее собрание акционеров с той же повесткой дня. При этом дополнительное обращение в суд не требуется. Повторное общее собрание акционеров созывается и проводится лицом или органом Общества, указанными в решении суда, и, если указанное лицо или орган Общества не созвали годовое общее собрание акционеров в определенный решением суда срок, повторное собрание акционеров созывается и проводится другими лицами или органом Общества, обратившимися с иском в суд при условии, что эти лица или орган Общества указаны в решении суда.

В случае отсутствия кворума для проведения на основании решения суда внеочередного общего собрания акционеров повторное общее собрание акционеров не проводится.

## **17. ГОЛОСОВАНИЕ НА ОБЩЕМ СОБРАНИИ АКЦИОНЕРОВ**

- 17.1 Голосование на общем собрании акционеров осуществляется по принципу «одна голосующая акция Общества - один голос»,
- 17.2 Голосование по вопросам повестки дня общего собрания акционеров Общества осуществляется только бюллетенями для голосования. К голосованию бюллетенями приравнивается получение регистратором Общества сообщений о волеизъявлении лиц,

registered in the register of shareholders of the Company and in accordance with the requirements of the laws of the Russian Federation on securities, who have given instructions about voting by ballots to the persons who represent their rights to shares, shall be equal to ballots voting.

- 17.3 The Company is obliged to send voting ballots by letter or registered letter or in the form of an electronic message to the e-mail address of the relevant person specified in the Company's shareholders register or to deliver such ballots against signature to each person registered in the Company's shareholders register and entitled to participate in the general meeting of shareholders, not later than twenty (20) days before the general meeting of shareholders.

Instead of or in addition to the methods of submitting ballots described in the paragraph above, an electronic ballot form may be posted for completion at the Company's website specified in clause 15.6 of this Charter.

The Board of Directors of the Company may decide to send (deliver) ballots by any of the methods specified in this clause hereof to each person included in the list of persons entitled to participate in the general meeting of shareholders and determine another method of delivery (service) of ballots.

- 17.4 When holding a general meeting of shareholders in the form of a meeting, a duplicate of the voting ballot can be provided to the shareholder (his/her representative) registered for participation in the general meeting of shareholders upon

которые имеют право на участие в Общем собрании акционеров, не зарегистрированы в реестре акционеров Общества и в соответствии с требованиями законодательства Российской Федерации о ценных бумагах дали лицам, осуществляющим учет их прав на акции, указания (инструкции) о голосовании.

- 17.3 Общество обязано направить бюллетени для голосования простым письмом, или заказным письмом, или в виде электронного сообщения по адресу электронной почты соответствующего лица, указанного в реестре акционеров Общества, либо вручить такие бюллетени под роспись каждому лицу, зарегистрированному в реестре акционеров Общества и имеющему право на участие в общем собрании акционеров, не позднее чем за 20 (двадцать) дней до проведения общего собрания акционеров.

Вместо или в дополнение к указанным в абзаце выше способам направления бюллетеня электронная форма бюллетеня может быть опубликована для заполнения акционерами на сайте Общества в информационно-телекоммуникационной сети Интернет, указанном в пункте 15.6 настоящего Устава.

Совет директоров Общества может принять решение о направлении (вручении) бюллетеней любыми из способов, указанных в настоящем пункте Устава, каждому лицу, включенному в список лиц, имеющих право на участие в общем собрании акционеров, а также определить иной способ направления (вручения) бюллетеней.

- 17.4 При проведении общего собрания акционеров в форме собрания акционеру (его представителю), зарегистрировавшемуся для участия в общем собрании акционеров, по его

his/her request.

требованию, может быть предоставлен дубликат бюллетеня для голосования.

17.5 The voting ballots shall contain:

- full commercial name of the Company and its location;
- form of the general meeting of shareholders (meeting or absentee voting);
- date, location, time of the general meeting of shareholders or, shall the general meeting of shareholders be held in a form of absentee voting, the date of voting deadline and postal address for filled in ballots;
- phrasing of the resolutions on each item (name of each candidate) to be voted in the ballots;
- voting options for each agenda item phrased as “for”, “against” or “abstained”;
- a reference to the fact that the ballot paper shall be signed by a person entitled to participate in the general meeting of shareholders;
- other provisions provided for by regulatory legal acts of the Russian Federation.

17.5 В бюллетене для голосования должны быть указаны:

- полное фирменное наименование Общества и место его нахождения;
- форма проведения общего собрания акционеров (собрание или заочное голосование);
- дата, место, время проведения общего собрания акционеров, или в случае проведения общего собрания акционеров в форме заочного голосования дата окончания приема бюллетеней и почтовый адрес, по которому должны направляться заполненные бюллетени;
- формулировки решений по каждому вопросу (имя каждого кандидата), голосование по которому осуществляется данным бюллетенем;
- варианты голосования по каждому вопросу повестки дня, выраженные формулировками «за», «против» или «воздержался»;
- упоминание о том, что бюллетень для голосования должен быть подписан лицом, имеющим право на участие в общем собрании акционеров;
- иные положения, предусмотренные нормативными правовыми актами Российской Федерации.

**18. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

**18. ПРОТОКОЛ ОБЩЕГО СОБРАНИЯ АКЦИОНЕРОВ**

18.1 Minutes of the General Meeting of Shareholders shall be made in two copies not later than three (3) business days after closing the general meeting of shareholders. Both copies shall be signed by the

18.1 Протокол общего собрания акционеров составляется не позднее 3 (трех) рабочих дней после закрытия общего собрания акционеров в двух экземплярах. Оба экземпляра



	chairperson of the general meeting of shareholders and the secretary of the general meeting of shareholders.		подписываются председательствующим на общем собрании акционеров и секретарем общего собрания акционеров.
18.2	<p>The minutes of the general meeting of shareholders shall contain:</p> <ul style="list-style-type: none"> <li>– date and time of the general meeting of shareholders;</li> <li>– total number of votes of holders of the Company's voting shares;</li> <li>– number of votes of the shareholders participating in the meeting;</li> <li>– the chairperson (panel) and the secretary of the meeting; the agenda of the meeting;</li> <li>– other provisions provided for by regulatory legal acts of the Russian Federation.</li> </ul>	18.2	<p>В протоколе общего собрания акционеров указываются:</p> <ul style="list-style-type: none"> <li>– место и время проведения общего собрания акционеров;</li> <li>– общее количество голосов, которыми обладают акционеры - владельцы голосующих акций Общества;</li> <li>– количество голосов, которыми обладают акционеры, принимающие участие в собрании;</li> <li>– председатель (президиум) и секретарь собрания, повестка дня собрания;</li> <li>– иные положения, предусмотренные нормативными правовыми актами Российской Федерации.</li> </ul>
18.3	The minutes of the general meeting of shareholders shall contain a summary of delivered reports and voting items (except for the cases of holding a meeting in the form of absentee voting); the relevant voting results; the resolutions made by the meeting.	18.3	В протоколе общего собрания акционеров должны содержаться основные положения выступлений (за исключением случаев проведения собрания в форме заочного голосования), вопросы, поставленные на голосование, и итоги голосования по ним, решения, принятые собранием.
<b>19.</b>	<b>MINUTES AND VOTING REPORT</b>	<b>19.</b>	<b>ПРОТОКОЛ И ОТЧЕТ ОБ ИТОГАХ ГОЛОСОВАНИЯ</b>
19.1	The protocol on results of voting shall be drawn up within three (3) days after closing of the general meeting of shareholders or from the end-date of ballots reception if the general meeting of shareholders in the form of absentee voting is held.	19.1	Протокол об итогах голосования составляется не позднее 3 (трех) рабочих дней после закрытия общего собрания акционеров или даты окончания приема бюллетеней при проведении общего собрания акционеров в форме заочного голосования.
19.2	Resolutions adopted by the general meeting of shareholders and its results shall be announced at the general meeting of	19.2	Решения, принятые общим собранием акционеров, и итоги голосования оглашаются на общем собрании

shareholders where the voting took place and shall be brought to the attention of persons specified in the list of persons entitled to participate in the general meeting of shareholders in the form of the report on voting results by its publishing at the Company's website specified in clause 15.6 of this Charter or brought to the attention of the shareholders in any other manner contemplated by clauses 15.6 and 15.7 of this Charter within four (4) business days after the date of closing of the general meeting of shareholders or the deadline for accepting ballots when holding a general meeting of shareholders in the form of absentee voting.

The Board of Directors of the Company may determine another method of communicating voting results to the individuals placed on the list of individuals entitled to participate in the general meeting of shareholders.

- 19.3 If as of the date of determination (record) of persons entitled to participate in the general meeting of shareholders, the person registered as a nominal holder of shares in the Company's shareholder register, the information contained in the voting results report shall be provided to the nominal holder of shares in accordance with the law on securities of the Russian Federation for the provision of information and materials to persons exercising their rights with respect to securities.

## **20. COMPANY'S BOARD OF DIRECTORS**

- 20.1 The number of members on the Board of Directors of the Company shall be twelve (12).
- 20.2 The remuneration set for members of the Board of Directors before the Company

акционеров, в ходе которого проводилось голосование, а также доводятся до сведения лиц, включенных в список лиц, имеющих право на участие в общем собрании акционеров, в форме отчета об итогах голосования путем размещения на сайте Общества в информационно-телекоммуникационной сети Интернет, указанном в пункте 15.6 настоящего Устава, или доводятся до сведения акционеров любым иным способом, предусмотренным пунктами 15.6 и 15.7 настоящего Устава, не позднее 4 (четырёх) рабочих дней после даты закрытия общего собрания акционеров или даты окончания приема бюллетеней при проведении общего собрания акционеров в форме заочного голосования.

По решению Совета директоров Общества может быть определен иной способ доведения итогов голосования до сведения лиц, включенных в список лиц, имеющих право на участие в общем собрании акционеров.

- 19.3 В случае если на дату определения (фиксации) лиц, имеющих право на участие в общем собрании акционеров, зарегистрированным в реестре акционеров Общества лицом являлся номинальный держатель акций, информация, содержащаяся в отчете об итогах голосования, предоставляется номинальному держателю акций в соответствии с правилами законодательства Российской Федерации о ценных бумагах для предоставления информации и материалов лицам, осуществляющим права по ценным бумагам.

## **20. СОВЕТ ДИРЕКТОРОВ ОБЩЕСТВА**

- 20.1 Количественный состав Совета директоров Общества составляет 12 (двенадцать) человек.
- 20.2 Члены Совета директоров сохраняют размер вознаграждения, который был

passes a resolution to change its governing law shall be preserved.

установлен для них до принятия Обществом решения об изменении своего личного закона.

20.3 Provisions of the Federal Law “On Joint Stock Companies” may apply to provisions of this Charter specified in sections 22 – 24 only in the extent consistent with provisions of this Charter and the Company’s internal documents adopted pursuant thereto.

20.3 В отношении положений настоящего Устава, указанных в разделах 22 - 24, положения Федерального закона «Об акционерных обществах» могут применяться только в части, не противоречащей таким положениям Устава и внутренним документам Общества, принятым в соответствии с ним.

## **21. COMPETENCE OF THE BOARD OF DIRECTORS**

## **21. КОМПЕТЕНЦИЯ СОВЕТА ДИРЕКТОРОВ ОБЩЕСТВА**

21.1 The following issues in relation to the Company come into the competence of the Board of Directors of the Company:

21.1 К компетенции Совета директоров Общества относятся следующие вопросы в отношении Общества:

21.1.1 determination of priority areas of the Company's activities, including approval of the annual budget, mid-term and long-term budgets, development strategies and programmes of the Company, amendment of these documents, consideration of the results of their implementation;

21.1.1 определение приоритетных направлений деятельности Общества, в том числе утверждение годового бюджета, бюджетов на среднесрочную и долгосрочную перспективу, стратегий и программ развития Общества, внесение изменений в указанные документы, рассмотрение итогов их выполнения;

21.1.2 approval of the Company’s long-term strategy and objectives and its overall management mechanism;

21.1.2 утверждение долгосрочной стратегии и задач Общества, а также ее общего механизма управления;

21.1.3 day-to-day control over implementation of the Company’s long-term strategy and objectives;

21.1.3 текущий контроль реализации долгосрочной бизнес-стратегии и задач Общества;

21.1.4 approval of consolidated annual budgets and material amendments made thereto;

21.1.4 утверждение консолидированных годовых бюджетов и существенных изменений, которые в них вносятся;

21.1.5 control over the Company’s core business and regular evaluation of its business in the context of the Company’s long-term strategy and objectives and discharge of

21.1.5 контроль основной деятельности Общества и регулярная оценка результатов ее деятельности в контексте долгосрочной бизнес-стратегии

	obligations contemplated by law and the Charter;		и задач Общества с выполнением установленных законодательством и Уставом обязательств;
21.1.6	recommendations to shareholders to approve changes in the structure of the Company's share capital, including reduction in the capital and acquisition of treasury shares to maintain their market value;	21.1.6	рекомендация акционерам одобрить изменения, связанные со структурой уставного капитала Общества, в том числе уменьшение уставного капитала и приобретение собственных акций для поддержания их рыночной цены;
21.1.7	approval of resolutions to issue securities, approval of resolutions on any additional issue of securities, approval of prospectuses;	21.1.7	утверждение решений о выпуске ценных бумаг, утверждение решений о дополнительном выпуске ценных бумаг, утверждение проспектов ценных бумаг;
21.1.8	approval of security issue report;	21.1.8	утверждение отчета об итогах выпуска ценных бумаг;
21.1.9	convening annual and extraordinary general meetings of shareholders of the Company except for the cases stipulated by Article 55(8) of the Federal Law "On Joint-Stock Companies";	21.1.9	созыв годового и внеочередного общих собраний акционеров Общества, за исключением случаев, предусмотренных пунктом 8 статьи 55 Федерального закона «Об акционерных обществах»;
21.1.10	approval of the agenda of the general meeting of shareholders;	21.1.10	утверждение повестки дня общего собрания акционеров;
21.1.11	setting the date of compilation of the list of persons entitled to participate in the general meeting of shareholders and resolve any other issues falling within the competence of the Board of Directors in connection with the preparation for and holding of the general meeting of shareholders;	21.1.11	определение даты составления списка лиц, имеющих право на участие в общем собрании акционеров, и другие вопросы, отнесенные к компетенции Совета директоров Общества, связанные с подготовкой и проведением общего собрания акционеров;
21.1.12	preliminary approval and drafting recommendations on resolutions and relevant documentation to be submitted to the general meeting of shareholders, including on matters of approval of all circular letters, prospectuses and quotation	21.1.12	предварительное одобрение и формулировка рекомендации по резолюциям и соответствующей документации, которые будут вынесены на общее собрание акционеров, в том числе по

list data;	вопросам одобрения всех циркуляров, проспектов и данных котировальных списков;
21.1.13 election (re-election) of the Chairperson of the Company's Board of Directors;	21.1.13 избрание (переизбрание) Председателя Совета директоров Общества;
21.1.14 establishment and termination of committees, commissions, councils and other structural institutions of the Company's Board of Directors, approval of their personnel composition and, subject to recommendations of the nomination committee, approval of provisions on their work;	21.1.14 создание и прекращение комитетов, комиссий, советов и иных структурных образований Совета директоров Общества, утверждение их персонального состава с учетом рекомендаций комитета по номинированию, а также утверждение положений об их работе;
21.1.15 conducting performance evaluation of the Company's Board of Directors, its committees and members of the Board of Directors, evaluation of compliance of non-executive members of the Company's Board of Directors with independence criteria;	21.1.15 проведение оценки качества работы Совета директоров Общества, его комитетов и членов Совета директоров Общества, оценка соответствия неисполнительных членов Совета директоров Общества критериям независимости;
21.1.16 taking decisions to commence and settle any lawsuits with the amount in dispute exceeding seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of approval and taking decisions to refer such disputes to arbitration courts, enter into settlement agreements, admit or withdraw claims;	21.1.16 принятие решения о начале и урегулировании любых судебных споров, цена иска по которым превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения, а также принятие решений о передаче таких споров на рассмотрение третейскими судами, заключении по ним мирового соглашения, признании иска, отказе от иска;
21.1.17 approval of general levels of insurance, including liability insurance for directors and officers;	21.1.17 утверждение общих уровней страхования, включая страхование ответственности директоров и должностных лиц;
21.1.18 approval of general levels for the members of the Company's board of directors' compensation;	21.1.18 утверждение общих уровней компенсации членам Совета директоров Общества;

21.1.19 approval of internal documents of the Company (or making amendments or additions to them) on the issues of environmental protection, insurance and risk management of the Company, including:	21.1.19 принятие внутренних документов Общества (или внесение в них изменений или дополнений) по вопросам охраны окружающей среды, страхования и управления рисками Общества, включая:
(a) Rules for disclosure and control of official information;	(a) Правила раскрытия и контроля служебной информации;
(b) Rules for the performance of transactions with the Company's securities;	(b) Правила совершения операций с ценными бумагами Общества;
(c) Internal documents in compliance with the requirements of the stock exchange and relevant regulators, as well as internal documents (document) determining rules and policies on disclosure of information about the Company; rules for use of non-public information on Company activities, securities of the Company and transactions with them;	(c) Внутренние документы, связанные с выполнением требований биржи и соответствующих регуляторов, а также внутренние документы (документ), определяющие правила и подходы к раскрытию информации об Обществе, порядок использования информации о деятельности Общества, о ценных бумагах Общества и сделках с ними, которая не является общедоступной;
(d) Anti-Corruption Policy;	(d) Политику в области противодействия коррупции;
21.1.20 approval of execution, amendment and termination of any transaction except for the transactions with the Subsidiaries if the price of such a transaction or related transactions exceeds seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of payment;	21.1.20 одобрение заключения, изменения и расторжения любой сделки, за исключением сделок, совершаемых с Дочерними обществами, если стоимость такой сделки или взаимосвязанных сделок превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения сделки;
21.1.21 approval of any investment projects and capital expenditures if their price exceeds seventy five	21.1.21 одобрение любых проектов инвестиций и капитальных расходов, если их стоимость

- million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of payment and such investments or expenditures have not been accounted for in the budget approved by the Board of Directors;
- 21.1.22 approval of any acquisition, disposal, decommissioning of any asset (including as a result of participation, changes in the participation or termination of participation in other entities) for any amount exceeding seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of payment and unless such acquisition, disposal or decommissioning have been accounted for in the budget approved by the Board of Directors;
- 21.1.23 approval of any joint venture if the Company's investments exceed seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of approval;
- 21.1.24 approval of execution, amendment and termination of any loans except for the transactions with the Subsidiaries if the price of such a transaction or related transactions exceeds seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of the transaction's approval;
- превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения и такие инвестиции или расходы не были учтены в бюджете, утвержденном Советом директоров;
- 21.1.22 одобрение любого приобретения, отчуждения, выбытия актива (в том числе, в результате участия, изменения участия или прекращения участия в иных организаций) на сумму более 75 000 000 (семидесяти пяти миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения, если такое приобретение, отчуждение или выбытие не были учтены в бюджете, утвержденном Советом директоров;
- 21.1.23 одобрение создания совместного предприятия, если размер инвестиций Общества превышает сумму в 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения;
- 21.1.24 одобрение заключения, изменения и расторжения кредитов и займов, за исключением сделок, совершаемых с Дочерними обществами, если стоимость такой сделки или взаимосвязанных сделок превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения сделки;

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|---|---|
| <p>21.1.25 provision of a guarantee in respect of the Company if its amount exceeds seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of approval;</p>   | <p>21.1.25 предоставление гарантии в отношении Общества, если ее сумма превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения;</p>   |
| <p>21.1.26 approval of any increase or material change in terms (except for changes in interest rates) of existing (or previously approved by the Board of Directors) loans;</p>  | <p>21.1.26 утверждение любого увеличения или существенного изменения условий (за исключением изменений в процентных ставках) существующих (или ранее одобренных Советом директоров) кредитов и займов;</p>  |
| <p>21.1.27 writing off a debt, reducing the value of loans made available to or by third parties (except for debts or loans with Subsidiaries) if its amount exceeds seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of approval;</p>              | <p>21.1.27 списание задолженности, снижение стоимости займов/кредитов, выданных третьим лицам или третьими лицами (кроме задолженности или займов с Дочерними обществами), если ее сумма превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения;</p> |
| <p>21.1.28 approval of all new guaranties, bank guaranties or other types of security provided by the Company (except for transactions with Subsidiaries) if their amount exceeds seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of approval;</p> | <p>21.1.28 одобрение всех новых гарантий, банковских гарантий или иных видов обеспечения, предоставленного Обществом (кроме сделок с Дочерними обществами), если их сумма превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения;</p>                |
| <p>21.1.29 approval of the Company's dividend policy;</p>   | <p>21.1.29 утверждение дивидендной политики Общества;</p>   |
| <p>21.1.30 recommendations as to the amount of dividends on shares, their payment mechanics and the date on which the persons entitled to</p>   | <p>21.1.30 рекомендации по размеру дивиденда по акциям, порядку его выплаты, а также по установлению даты, на которую определяются лица, имеющие</p>  |



	receive dividends are determined;		право на получение дивидендов;
21.1.31	approval of the Company's business plan;	21.1.31	утверждение бизнес-плана Общества;
21.1.32	approval of any expenditures not approved in the Company's business plan if their amount exceeds seventy five million (75,000,000) US dollars or its equivalent in another currency at the exchange rate of the Bank of Russia as of the date of approval;	21.1.32	утверждение любых расходов, неутвержденных в бизнес-плане Общества, если их сумма превышает 75 000 000 (семьдесят пять миллионов) долларов США либо ее эквивалент в другой валюте по курсу Банка России на дату одобрения;
21.1.33	approval of new share incentive plans and schemes provided to Company employees, or of material changes in existing plans;	21.1.33	утверждение новых планов и схем стимулирования работников Общества акциями Общества или существенных изменений в существующих планах;
21.1.34	approval of annual key performance indicators (KPIs) for General Director and assessment of their achievement in the framework of the annual assessment of the implementation of the business plan;	21.1.34	утверждение годовых ключевых показателей эффективности (КПЭ) для Генерального директора Общества и оценка их достижения в рамках годовой оценки выполнения бизнес-плана;
21.1.35	formulating recommendations for shareholders on the appointment, extension and removal of the Company's Auditor for the audit of accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting, referred to in the clause 28.1 of this Charter pursuant to the audit committee recommendations;	21.1.35	формулирование рекомендаций акционерам по вопросам назначения, продления или прекращения полномочий Аудитора Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, в соответствии с рекомендациями комитета по аудиту;
21.1.36	approval of the Company's auditor for the audit of financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules	21.1.36	утверждение аудитора Общества для аудита финансовой отчетности в соответствии с Международными стандартами финансовой отчетности

other than IFRS (if such an audit is required in accordance with the applicable law) and termination of its powers;	(МСФО) или иными, отличными от МСФО, международно-признанными правилами (если такой аудит требуется в соответствии с применимым правом) и прекращение его полномочий;
21.1.37 approval of a half-year report, interim managerial reports and any public announcement of results;	21.1.37 утверждение полугодового отчета, промежуточной управленческой отчетности и любого публичного объявления о результатах;
21.1.38 preliminary review of an annual report, annual accounting (financial) statements of the Company;	21.1.38 предварительное рассмотрение годового отчета, годовой бухгалтерской (финансовой) отчетности Общества;
21.1.39 assessment and approval of the credit policy;	21.1.39 оценка и утверждение кредитной политики;
21.1.40 approval of the principles and approaches of the internal control and risk management policy, including:	21.1.40 утверждение принципов и подходов, политики в области внутреннего контроля и управления рисками, включая:
(a) approval of procedures for fraud detection and bribery prevention;	(a) утверждение порядка выявления случаев мошенничества и предотвращения взяточничества;
(b) approval of appropriate statements to be included in the annual report; and	(b) одобрение надлежащих утверждений для включения в годовой отчет; и
(c) obtaining reports as to risk management and control procedures, conducting annual evaluation and analysis of their efficiency;	(c) получение отчетов о действующих процедурах управления рисками и осуществления контроля, выполнение ежегодной оценки и анализа их эффективности;
(d) approval of a policy regarding conflict of interest, as well as control of familiarization of all employees with them in order to assimilate;	(d) утверждение политики в отношении конфликта интересов, а также контроль ознакомления с ней всех сотрудников в целях усвоения;

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| <p>(e) approval of internal documents in the sphere of compliance control;</p>   | <p>(e) утверждение внутренних документов в области комплаенс-контроля;</p>   |
| <p>21.1.41 adoption the resolution to use for the purpose of paying dividends accounting (financial) statements pursuant to the laws of the Russian Federation on accounting or financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules other than IFRS as contemplated by clause 28.3 of this Charter;</p>   | <p>21.1.41 принятие решения об использовании для целей выплаты дивидендов бухгалтерскую (финансовую) отчетность, подготовленную в соответствии с законодательством Российской Федерации о бухгалтерском учете, или финансовую отчетность, составленную в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами, как это предусмотрено в пункте 28.3 настоящего Устава;</p>   |
| <p>21.1.42 approval of the terms of the agreement entered into with the Company's Auditor for auditing the accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting specified in the clause 28.1 of this Charter, as well as the agreement entered into with the Company's auditor for auditing the financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules other than IFRS (if such an audit is required in accordance with right), including determining the amount of payment for their services;</p> | <p>21.1.42 утверждение условий заключаемого договора с Аудитором Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, а также договора заключаемого с аудитором Общества для аудита финансовой отчетности в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами (если такой аудит требуется в соответствии с применимым правом), в том числе определение размера оплаты их услуг;</p> |
| <p>21.1.43 appointment and removal of an officer responsible for internal</p>  | <p>21.1.43 назначение на должность и освобождение от должности</p>   |

audit (director of a business unit responsible for internal audit), approval of terms of an employment contract with such individuals and selection of an individual and contractual terms (including remuneration) if the Company's Board of Directors passes a resolution that internal audit may be conducted by another legal entity;

должностного лица, ответственного за организацию и осуществление внутреннего аудита (руководителя структурного подразделения, ответственного за организацию и осуществление внутреннего аудита), утверждение условий трудового договора с указанными лицами, а также определение лица и условий договора с ним (в том числе, размера вознаграждения), в случае принятия Советом директоров Общества решения о возможности осуществления внутреннего аудита иным юридическим лицом;

21.1.44 approval of the register holder of the Company as well as terms and conditions of agreement with it and termination of the agreement with it;

21.1.44 утверждение регистратора Общества и условий договора с ним, а также расторжение договора с ним;

21.1.45 preliminary approval of the terms of the agreement on the basis of which the shareholders contribute to the assets of the Company, which do not increase the share capital of the Company and do not change the nominal value of shares;

21.1.45 предварительное одобрение условий договора, на основании которого акционером/акционерами вносятся вклады в имущество Общества, которые не увеличивают уставный капитал Общества и не изменяют номинальную стоимость акций;

21.1.46 appointment of the sole executive body (General Director) of the Company, determination of the term of his/her authority, approval of terms of contracts (addenda) entered into with the Company's General Director, selection of an individual authorised to sign the contract with the Company's, early termination of his/her powers and termination of the employment contract with him/her;

21.1.46 назначение единоличного исполнительного органа (Генерального директора) Общества, определение срока его полномочий, утверждение условий договора (а также дополнительных соглашений), заключаемого с Генеральным директором Общества, при необходимости определение лица, уполномоченного подписать договор (дополнительное соглашение) с ним, досрочное прекращение полномочий Генерального директора Общества и

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|   | расторжение с ним трудового договора;   |
| 21.1.47 passing a resolution to delegate powers of the Company's sole executive body to a management company or a manager and early termination of powers of such a management company or a manager;  | 21.1.47 принятие решения о передаче полномочий единоличного исполнительного органа Общества управляющей организации или управляющему, а также досрочное прекращение полномочий такой управляющей компании или управляющего;   |
| 21.1.48 approval of terms of contracts (addenda) entered into with members of the Board of Directors of the Company (if such contracts and addenda are to be entered into with members of the Board of Directors) and, if necessary, selection of an individual authorised to sign the contract with them;  | 21.1.48 утверждение условий договоров (дополнительных соглашений), заключаемых с членами Совета директоров Общества (если такие договоры, дополнительные соглашения заключаются с членами Совета директоров Общества), при необходимости определение лица, уполномоченного подписать договор с ними;  |
| 21.1.49 determination of the proceedings at the General Meeting of Shareholders;  | 21.1.49 определение порядка ведения общего собрания акционеров;   |
| 21.1.50 matters provided by other clauses of this Charter.  | 21.1.50 вопросы, предусмотренные иными разделами настоящего Устава.   |
| 21.2 For the purposes of this Charter, "Subsidiary" means the legal entities defined pursuant to the International financial reporting standards (IFRS) standards in respect of the Company as subsidiaries with effective shareholding above 50 percent unless another definition is provided for by the Company's internal documents approved by the decision of the Board of Directors of the Company. | 21.2 Для целей настоящего Устава под «Дочерним обществом» понимаются юридические лица, определяемые в соответствии с Международными стандартами финансовой отчетности (МСФО) в отношении Общества как дочерние общества с эффективной долей владения свыше 50 процентов, если иное определение не предусмотрено внутренним документов Общества, утверждаемым решением Совета директоров Общества. |
| 21.3 No issue falling within the competence of the Board of Directors of the Company may be assigned to executive bodies of the Company.  | 21.3 Вопросы, отнесенные к компетенции Совета директоров Общества, не могут быть переданы на решение исполнительным органам Общества.   |

21.4 The procedure for adoption of resolutions on matters falling within the competence of the Board of Directors of the Company shall be determined by this Charter and by an internal document determined by the Board of Directors of the Company.

21.5 Provisions of Article 65 of the Federal Law "On Joint Stock Companies" shall not apply to the Company.

## **22. ELECTION OF THE BOARD OF DIRECTORS**

22.1 Members of the Company's Board of Directors shall be elected by the general meeting of shareholders by the majority of votes of the Shareholders holding voting shares of the Company and taking part in the General Meeting of Shareholders. If the annual general meeting of shareholders is not held in due time, the powers of the Company's Board of Directors shall terminate, except for powers to prepare, convene and hold an annual general meeting of shareholders.

22.2 Only an individual can be a member of the Board of Directors of the Company. A member of the Board of Directors may be an individual who is or who is not a shareholder of the Company.

22.3 The person acting as the sole executive body shall not simultaneously be the Chairperson of the Board of Directors of the Company.

22.4 The elected members of the Board of Directors of the Company may be re-elected for any number of terms.

22.5 The powers of all members of the Company's Board of Directors may be terminated earlier by virtue of the resolution of the general meeting of shareholders.

22.6 A member of the Company's Board of Directors may send a letter the Company to resign from the Company's Board of

21.4 Порядок принятия решений по вопросам, отнесенным к компетенции Совета директоров Общества, определяется настоящим Уставом, а также внутренним документом, утверждаемым решением Совета директоров Общества.

21.5 Положения статьи 65 Федерального закона «Об акционерных обществах» к Обществу не применяются.

## **22. ИЗБРАНИЕ СОВЕТА ДИРЕКТОРОВ ОБЩЕСТВА**

22.1 Члены Совета директоров Общества избираются общим собранием акционеров большинством голосов акционеров - владельцев голосующих акций Общества, принимающих участие в собрании. Если годовое общее собрание акционеров не было проведено в установленный срок, полномочия Совета директоров Общества прекращаются, за исключением полномочий по подготовке, созыву и проведению годового общего собрания акционеров.

22.2 Членом Совета директоров Общества может быть только физическое лицо. Член Совета директоров Общества может не быть акционером Общества.

22.3 Лицо, осуществляющее функции единоличного исполнительного органа, не может быть одновременно Председателем Совета директоров Общества.

22.4 Лица, избранные в состав Совета директоров Общества, могут переизбираться неограниченное число раз.

22.5 По решению общего собрания акционеров полномочия всех членов Совета директоров Общества могут быть прекращены досрочно.

22.6 Член Совета директоров Общества вправе подать в Общество заявление о выходе из состава Совета директоров

Directors. Such a member of the Company's Board of Directors shall be deemed resigned from the date of receipt by the Company of his letter of resignation.

### **23. CHAIRPERSON OF THE BOARD OF DIRECTORS**

23.1 The members of the Company's Board of Directors shall elect the Chairperson of the Company's Board of Directors from among themselves by a simple majority of votes of the members of the Board of Directors of the Company present at the meeting.

23.2 The Company's Board of Directors shall be entitled at any time to elect a new Chairperson in accordance with procedure indicated in clause 23.1 of this Charter.

23.3 The Chairperson of the Board of Directors shall arrange the work of the Company's Board of Directors, convene and chair the meetings of the Company's Board of Directors, ensure that the minutes of the meetings of the Company's Board of Directors are properly kept. In case of a tie vote by members of the Company's Board of directors, the Chairperson of the Company's Board of Directors shall have the casting vote.

If it is impossible to make a decision on the Board of Directors of the Company, including if the Chairperson of the Company's Board of Directors does not use the casting vote right, the decision on such an issue is made by a Special resolution of the general meeting of shareholders of the Company.

23.4 If the Chairperson of the Company's Board of Directors is not present, the members of the Company's Board of Directors may appoint one of the directors as the chairman.

### **24. MEETINGS OF THE BOARD OF DIRECTORS**

Общества. Такой член Совета директоров Общества считается выбывшим с даты получения Обществом его заявления о выходе.

### **23. ПРЕДСЕДАТЕЛЬ СОВЕТА ДИРЕКТОРОВ ОБЩЕСТВА**

23.1 Председатель Совета директоров Общества избирается членами Совета директоров Общества из их числа простым большинством голосов членов Совета директоров Общества, присутствующих на заседании.

23.2 Совет директоров Общества вправе в любое время переизбрать своего Председателя в порядке, предусмотренном в пункте 23.1 настоящего Устава.

23.3 Председатель Совета директоров Общества организует его работу, созывает заседания Совета директоров Общества и председательствует на них, организует на заседаниях ведение протокола. В случае равенства голосов членов совета директоров общества Председатель Совета директоров имеет право решающего голоса.

В случае невозможности принятия решения на Совете директоров Общества, в том числе в случае, если Председатель Совета директоров Общества не использует право решающего голоса, решение по такому вопросу принимается Специальной резолюцией общего собрания акционеров Общества.

23.4 В случае отсутствия Председателя Совета директоров Общества его функции осуществляет один из членов Совета директоров Общества по решению Совета директоров Общества.

### **24. ЗАСЕДАНИЕ СОВЕТА ДИРЕКТОРОВ ОБЩЕСТВА**

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| <p>24.1 The Chairperson of the Company's Board of Directors shall convene meetings of the Company's Board of Directors at his or her own discretion or at the request of any member of the Board of Directors, the Company's Auditor, General Director or officer responsible for internal audit at the Company. A notice of a meeting of the Company's Board of Directors must be given at least five (5) calendar days prior to the meeting unless a shorter period is contemplated by a resolution of the Chairperson of the Board of Directors.</p> | <p>24.1 Заседание Совета директоров Общества созывается Председателем Совета директоров Общества по его собственной инициативе, по требованию члена Совета директоров Общества, Аудитора Общества, Генерального директора Общества или должностного лица, ответственного за организацию и осуществление внутреннего аудита в Обществе. Уведомление о проведении заседания Совета директоров Общества должно быть направлено не позднее 5 (пяти) календарных дней до даты заседания, если более короткий срок не предусмотрен решением Председателя Совета директоров Общества.</p> |
| <p>24.2 Meetings of the Board of Directors of the Company are held in the territory of the Russian Federation.</p>  | <p>24.2 Заседания Совета директоров Общества проводятся на территории Российской Федерации.</p>  |
| <p>24.3 A quorum to hold a meeting of the Company's Board of Directors shall be eight (8) members of the Company's Board of Directors except for the issues specified in clauses 21.1.46 - 21.1.47 of this Charter, the quorum for which is 12 (twelve) members of the Board of Directors of the Company.</p>   | <p>24.3 Кворум для проведения заседания Совета директоров Общества составляет 8 (восемь) членов Совета директоров Общества, за исключением вопросов, указанных в пунктах 21.1.46 - 21.1.47, настоящего Устава, кворум по которым составляет 12 (двенадцать) членов Совета директоров Общества.</p>   |
| <p>24.4 In the case when the number of members of the Board of Directors of the Company becomes less than 12 (twelve) members, the Board of Directors of the Company may, by its own decision, by simple majority vote, elect new members of the Board of Directors of the Company, provided that the number of members of the Board of Directors of the Company may not exceed 12 (twelve) members.</p>  | <p>24.4 В случае, когда количество членов Совета директоров Общества становится менее 12 (двенадцати) членов Совета директоров Общества, Совет директоров Общества может собственным решением, принимаемым простым большинством голосов, избрать новых членов Совета директоров Общества, при этом общее количество членов Совета директоров Общества не может превышать 12 (двенадцати) членов.</p>   |

The Board of Directors of the Company, formed in accordance with this clause 24.4, is authorized until the corresponding annual general meeting of shareholders of the Company which has the right to confirm the authority of the current of the Board of Directors or elect a new one.

Состав Совета директоров Общества, сформированный в соответствии с настоящим пунктом 24.4, действует до соответствующего годового общего собрания акционеров Общества, которое вправе подтвердить полномочия текущего состава Совета



директоров Общества или избрать новый.

24.5 A resolution at a meeting of the Board of Directors of the Company shall be taken in the following order:

- (a) a resolution at a meeting of the Board of Directors of the Company on the issues specified in clauses 21.1.46 - 21.1.47 of this Charter is adopted by all members of the Board of Directors of the Company unanimously;
- (b) resolutions on other issues within the competence of the Board of Directors of the Company shall be made by a simple majority of votes of the members of the Board of Directors of the Company present at the meeting, unless otherwise provided by this Charter or an internal document of the Company, approved by a decision of the Board of Directors of the Company.

When resolving issues at the meeting of the Company's Board of Directors every member of the Company's Board of Directors shall have one vote. Resolutions of the Company's Board of Directors may be passed by absentee voting (by poll).

24.6 A member of the Company's Board of Directors absent from the meeting may express his/her opinion on the issues included in the agenda of the meeting of the Company's Board of Directors in writing. In this case, his/her vote shall be taken into account when determining the quorum and the results of voting.

24.7 A member of the Company's Board of Directors may assign his/her right to vote to any other person, including another member of the Company's Board of Directors, only if the member of the Company's Board of Directors issues to such a person a proxy executed pursuant to the requirements of Article 185.1(3, 4) of the Russian Civil

24.5 Решение на заседании Совета директоров Общества принимаются в следующем порядке:

- (a) решение по вопросам, указанным в пунктах 21.1.46 - 21.1.47, настоящего Устава принимается всеми членами Совета директоров Общества единогласно;
- (b) решения по иным вопросам компетенции Совета директоров Общества принимаются простым большинством голосов членов Совета директоров Общества, присутствующих на заседании, если иное не предусмотрено настоящим Уставом или внутренним документом Общества, утверждаемым решением Совета директоров Общества.

При решении вопросов на заседании Совета директоров Общества каждый член Совета директоров Общества обладает одним голосом. Решения Совета директоров Общества могут быть приняты заочным голосованием (опросным путем).

24.6 Отсутствующий на заседании член Совета директоров Общества может изложить свое мнение по вопросам, включенным в повестку дня заседания Совета директоров Общества, в письменной форме. В этом случае его голос должен быть учтен при определении кворума и результатов голосования.

24.7 Передача права голоса членом Совета директоров Общества иному лицу, в том числе другому члену Совета директоров Общества, допускается при условии выдачи членом Совета директоров Общества такому лицу доверенности, оформленной в соответствии с требованиями пунктов 3 и 4 статьи 185.1

Code or a notarised proxy.

Гражданского кодекса Российской Федерации или удостоверенной нотариально.

24.8 Minutes shall be kept at the meeting of the Board of Directors. The minutes of the meeting of the Company's Board of Directors shall be made within three (3) days after such meeting and signed by the chairperson who shall be liable for the accuracy of the minutes. The minutes of the meeting shall contain: place and time of the meeting; participants of the meeting; agenda of the meeting; issues put to vote, voting report and resolutions passed.

24.8 На заседании Совета директоров Общества ведется протокол. Протокол заседания Совета директоров Общества составляется не позднее 3 (трех) дней после его проведения и подписывается председательствующим на заседании, который несет ответственность за правильность составления протокола. В протоколе указываются: место и время проведения заседания, лица, присутствовавшие на заседании, повестка дня заседания, вопросы, поставленные на голосование, и итоги голосования по ним, принятые решения.

## 25. INTERESTED MEMBERS TO THE BOARD OF DIRECTORS

## 25. ЗАИНТЕРЕСОВАННОСТЬ ЧЛЕНОВ СОВЕТА ДИРЕКТОРОВ

25.1 No member of the Board of Directors (the “**Director**”) shall be an interested party directly or indirectly, which interest is or may be materially contrary to the Company’s interests.

25.1 Член Совета директоров Общества (далее – «**Директор**») не должен иметь прямую или косвенную заинтересованность, которая существенно противоречит или может противоречить интересам Общества.

25.2 If a Director discloses his or her direct or indirect interest, he/she may:

25.2 Если Директор раскрывает прямую или косвенную заинтересованность, он может:

(a) be a party or a person otherwise interested in any transaction or agreement with the Company;

(a) быть стороной или лицом, иным образом заинтересованным в любой сделке или соглашении с Обществом;

(b) be interested in relation to any other legal entity established by the Company or in which the Company is otherwise interested. In particular, a Director may be a director, secretary or an officer of such a legal entity or be employed by such a legal entity or be a party to a transaction or arrangement with such a legal entity or be otherwise interested in it.

(b) быть заинтересован в отношении другого юридического лица, основанного Обществом, или в котором Общество иным образом заинтересовано. В частности, Директор может быть директором, секретарем или должностным лицом такого юридического лица или работать в таком юридическом лице или быть стороной сделки или договоренности с таким юридическим лицом или быть иным образом в нем заинтересованным.

If a Director has not disclosed his interest, a transaction shall be approved by the general meeting of shareholders.

25.3 The disclosure required by the above provisions must take place by the interested Director by disclosing to the other Directors at the first meeting of the Company's Board of Directors during which a transaction or an arrangement are to be considered, after the Director becomes aware of the circumstances giving rise to his obligation to disclose his interest or otherwise as soon as possible after the meeting by giving a notice in writing to the Chairperson of the Company's Board of Directors as to the nature and scope of his direct or indirect interest in such a transaction or arrangement or a series of transactions or arrangements to be entered into or proposed to be entered into by the Company.

25.4 A Director shall not be deemed interested in a transaction or arrangement if he is unaware of such interest and there is no reason to believe that the Director is aware of it.

25.5 A Director may vote at a meeting of the Company's Board of Directors on any resolution relating to a matter in which the Director is interested or in relation to which he has an obligation, direct or indirect, provided that such a Director has disclosed his interest pursuant to this Charter. In the event of such disclosure, a Director shall be counted in determining the quorum of the Company's Board of Directors present at such a meeting. If the Director votes for any resolution, his vote shall be counted.

Если Директор не раскрыл свою заинтересованность, сделка одобряется общим собранием акционеров.

25.3 Раскрытие, требуемое положениями выше, должно производиться заинтересованным Директором путем раскрытия другим Директорам на первом заседании Совета директоров Общества, на котором должна рассматриваться сделка или договоренность, после того, как Директору станет известно об обстоятельствах, ставших причиной его обязательства по раскрытию интереса или, в противном случае, в кратчайший срок после окончания заседания путем направления письменного уведомления Председателю Совета директоров Общества, характера и объема его прямой или косвенной заинтересованности в сделке или договоренности или серии сделок или договоренностей, заключаемых или предлагаемых к заключению Обществом.

25.4 Директор не считается заинтересованным в сделке или договоренности, если ему неизвестно о такой заинтересованности и нет оснований полагать, что Директору о ней известно.

25.5 Директор может голосовать на заседании Совета директоров Общества по любому решению, относящемуся к вопросу, в котором у Директора имеется заинтересованность или обязательства, как прямые, так и косвенные, при условии, что такой Директор раскрыл свою заинтересованность в соответствии с настоящим Уставом. При условии такого раскрытия, Директор будет учитываться при определении кворума Совета директоров Общества, присутствующих на таком заседании. Если Директор голосует за какое-либо решение, его голос учитывается при подсчете голосов.

## **26. GENERAL DIRECTOR OF THE COMPANY**

- 26.1 The sole executive body of the Company is the General Director.
- 26.2 The Company's General Director shall be responsible for directing the Company's day-to-day operations. The Company's General Director shall have all of the powers being falling outside the exclusive competence of the general meeting of shareholders and the Company's Board of Directors, and namely:
- 26.2.1 without a power of attorney acts on behalf of the Company, including representing it and conducting transactions; the Company's General Director shall be entitled to conduct transactions, for the performance of which a resolution (approval/consent) of the general meeting of shareholders or the Board of Directors of the Company is required pursuant to this Charter only if there is a relevant resolution of the management body of the Company;
  - 26.2.2 represents the Company before all institutions, enterprises, organisations both in Russia and abroad;
  - 26.2.3 passes resolutions to establish branches and representative offices of the Company;
  - 26.2.4 ensures the implementation of the plans for current and future activities of the Company;
  - 26.2.5 issues powers of attorney authorising their holders to represent the Company, including powers of attorney with the right of substitution;
  - 26.2.6 appoints and dismisses directors of the Company's branches and

## **26. ГЕНЕРАЛЬНЫЙ ДИРЕКТОР ОБЩЕСТВА**

- 26.1 Единоличным исполнительным органом Общества является Генеральный директор.
- 26.2 Генеральный директор Общества осуществляет руководство текущей деятельностью Общества. Генеральный директор Общества обладает всеми полномочиями, не входящими в исключительную компетенцию общего собрания акционеров Общества и Совета директоров Общества, а именно:
- 26.2.1 без доверенности действует от имени Общества, в том числе представляет его интересы и совершает сделки; сделки, для совершения которых согласно настоящему Уставу требуется решение (одобрение/согласие) общего собрания акционеров или Совета директоров Общества, Генеральный директор Общества вправе совершать только при наличии соответствующего решения органа управления Общества;
  - 26.2.2 представляет Общество во всех учреждениях, предприятиях, организациях как в России, так и за рубежом;
  - 26.2.3 принимает решение о создании филиалов и открытии представительств Общества;
  - 26.2.4 обеспечивает выполнение текущих и перспективных планов Общества;
  - 26.2.5 выдает доверенности на право представительства от имени Общества, в том числе доверенности с правом передоверия;
  - 26.2.6 назначает и освобождает от должности директоров

	representative offices, determines the terms of contracts with them;		филиалов и представительств Общества, определяет условия договоров с ними;
26.2.7	employs and dismisses the Company's employees, including Deputy of the Company General Director and Chief Accountant, issues orders on appointment of employees of the Company to their positions, on their promotion and dismissal, applies incentive measures and imposes disciplinary sanctions;	26.2.7	принимает на работу и увольняет с работы сотрудников Общества, в том числе заместителей Генерального директора Общества и главного бухгалтера, издает приказы о назначении на должности работников Общества, об их переводе и увольнении, применяет меры поощрения и налагает дисциплинарные взыскания;
26.2.8	has the right to delegate some functions, including those related to labour relations (conclusion of employment contracts, supplementary agreements and termination agreements thereto, confidentiality agreements, orders for personnel, including orders for appointing employees, promoting and dismissing employees, granting of leave, secondments, orders to approve staff lists and making changes thereto and other personnel documents);	26.2.8	вправе делегировать часть функций, в том числе, связанных с трудовыми отношениями (заключение трудовых договоров, дополнительных соглашений и соглашений о расторжении к ним, соглашений о конфиденциальности, издание приказов по личному составу, в том числе приказов о назначении на должности работников, переводе и увольнении, предоставлении отпуска, направлении в командировку, приказов об утверждении штатных расписаний и внесении изменений в них и иные кадровые документы);
26.2.9	approves internal regulations and staff list of the Company;	26.2.9	утверждает правила внутреннего распорядка и штатное расписание Общества;
26.2.10	carries out measures to raise funding for the conduct of the Company's core business;	26.2.10	осуществляет мероприятия по привлечению финансирования для ведения основной деятельности Общества;
26.2.11	submits the annual accounting (financial) statements and the annual report of the Company for approval;	26.2.11	представляет на утверждение годовую бухгалтерскую (финансовую) отчетность и годовой отчет Общества;

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| <p>26.2.12 performs the preparation of necessary materials and proposals to be considered by the Company's Board of Directors and general meeting of shareholders of the Company and secure implementation of resolutions adopted by them;</p> <p>26.2.13 formalises regular internal reporting provided to the members of the Company's Board of Directors in the manner, in terms and in the form approved by the Board of Directors of the Company;</p> <p>26.2.14 approves substantial expansion of the Company's business, encompassing new lines of business or regions of presence;</p> <p>26.2.15 approves the policies and regulations of the Company, adopts the Company's internal documents, with the exception of policies, regulations and other internal documents, the approval of which is referred by this Charter to the competence of the Company's Board of Directors.</p> | <p>26.2.12 осуществляет подготовку необходимых материалов и предложений для рассмотрения Советом директоров Общества и общим собранием акционеров Общества и обеспечивает исполнение принятых ими решений;</p> <p>26.2.13 формирует регулярную внутреннюю отчетность, предоставляемую членам Совета директоров Общества, в порядке, в сроки и по форме, утвержденные Советом директоров Общества;</p> <p>26.2.14 утверждает существенное расширение деятельности Общества с охватом новых направлений деятельности или регионов присутствия;</p> <p>26.2.15 утверждает политики и регламенты Общества, принимает внутренние документы Общества, за исключением политик, регламентов и иных внутренних документов, утверждение которых отнесено настоящим Уставом к компетенции Совета директоров Общества.</p> |
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| <p>26.3 The Company's General Director may conclude transactions for the acquisition or alienation of non-core assets, make decisions on the implementation of projects in non-core activities only with the prior consent of the Board of Directors of the Company.</p> | <p>26.3 Генеральный директор Общества может совершать сделки по приобретению, отчуждению непрофильных активов, принимать решения по реализации проектов по непрофильным видам деятельности только с предварительного согласия Совета директоров Общества.</p> |
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| <p>26.4 The procedure for the activities of the Company's General Director and the passing of decisions by Company's General Director are established by this Charter, an internal document of the Company, approved by a decision of the Board of Directors of the Company as well as by an agreement concluded between the Company and the General Director. Provisions of the Federal Law "On Joint Stock Companies" may apply</p> | <p>26.4 Порядок деятельности Генерального директора Общества и принятие им решений устанавливается настоящим Уставом, внутренним документом Общества, утверждаемым решением Совета директоров, а также договором, заключаемым между Обществом и Генеральным директором. Положения Федерального закона «Об акционерных обществах» могут применяться только в</p> |
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only in the extent consistent with provisions of this Charter and the Company's internal document.

26.5 The Company shall be entitled to transfer the powers of its sole executive body to a manager or management company under the agreement.

26.6 The Company's General Director shall be appointed by a resolution of the Company's Board of Directors for a period of five (5) years unless another term of office is determined by a resolution of the Company's Board of Directors during which the Company's General Director is elected.

## **27. AUDITOR**

27.1 The Company's general meeting of shareholders approves the Company's Auditor for auditing the accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting specified in clause 28.1 of this Charter, whose candidacy is determined by the Board of Directors of the Company. The auditor checks the financial and economic activities of the Company in accordance with the legislation of the Russian Federation on the basis of an agreement with him. The decision to approve the terms of the contract with the Company's Auditor for the audit of the accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting specified in clause 28.1 of this Charter, including determining the amount of payment for its services, is made by the Board of Directors of the Company.

27.2 Following the results of audit of the Company's financial and business activities, the Company's Auditor shall prepare an opinion.

части, не противоречащей положениям настоящего Устава и указанного внутреннего документа Общества.

26.5 Общество вправе передать по договору полномочия своего единоличного исполнительного органа управляющей организации или управляющему.

26.6 Генеральный директор Общества назначается решением Совета директоров Общества сроком на 5 (пять) лет, если иной срок полномочий не определен решением Совета директоров Общества, на котором избирается Генеральный директор Общества.

## **27. АУДИТОР**

27.1 Общее собрание акционеров Общества утверждает Аудитора Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, кандидатура которого определяется Советом директоров Общества. Аудитор осуществляет проверку финансово-хозяйственной деятельности Общества в соответствии с правовыми актами Российской Федерации на основании заключаемого с ним договора. Решение об утверждении условий заключаемого договора с Аудитором Общества для аудита бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, указанной в пункте 28.1 настоящего Устава, в том числе определение размера оплаты его услуг, принимается Советом директоров Общества.

27.2 По итогам проверки финансово-хозяйственной деятельности Общества Аудитор Общества составляет заключение.

27.3 The Company's Board of Directors approves the Company's auditor for auditing financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules other than IFRS (if such an audit is required in accordance with applicable law), as well as the terms of the contract with such an auditor, including determining the amount of payment for his services.

## **28. ACCOUNTING AND ACCOUNTING (FINANCIAL) STATEMENTS OF THE COMPANY**

28.1 For the purposes of filings to competent state authorities as contemplated by Russian laws, the Company shall prepare accounting (financial) statements pursuant to the laws of the Russian Federation on accounting.

28.2 For other users of the statements (shareholders and others) the Company may prepare and disclose accounting (financial) statements in accordance with the legislation of the Russian Federation on accounting accounting or financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules other than IFRS.

Financial statements prepared in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules, other than IFRS, may be prepared and disclosed in Russian or English.

28.3 By the decision of the Board of Directors of the Company for the purpose of paying dividends may be used accounting

27.3 Совет директоров Общества утверждает аудитора Общества для аудита финансовой отчетности в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами (если такой аудит требуется в соответствии с применимым правом), а также условия заключаемого договора с таким аудитором, в том числе определяет размера оплаты его услуг.

## **28. БУХГАЛТЕРСКИЙ УЧЕТ И БУХГАЛТЕРСКАЯ (ФИНАНСОВАЯ) ОТЧЕТНОСТЬ ОБЩЕСТВА**

28.1 Общество для предоставления в уполномоченные государственные органы в случаях, предусмотренных российским законодательством, составляет бухгалтерскую (финансовую) отчетность в соответствии с законодательством Российской Федерации о бухгалтерском учете.

28.2 Для иных пользователей отчетности (акционеров и прочих) Общество вправе составлять и раскрывать бухгалтерскую (финансовую) отчетность в соответствии с законодательством Российской Федерации о бухгалтерском учете или финансовую отчетность в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами.

Финансовая отчетность, составленная в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами, может составляться и раскрываться на русском или английском языке.

28.3 По решению Совета директоров Общества для целей выплаты дивидендов может быть использована



(financial) statements pursuant to the laws of the Russian Federation on accounting or financial statements in accordance with International Financial Reporting Standards (IFRS) or other internationally recognized rules other than IFRS.

бухгалтерская (финансовая) отчетность, подготовленная в соответствии с законодательством Российской Федерации о бухгалтерском учете, или финансовая отчетность, составленная в соответствии с Международными стандартами финансовой отчетности (МСФО) или иными, отличными от МСФО, международно-признанными правилами

28.4 The Company is obliged to engage an audit organisation for the annual audit of the annual accounting (financial) prepared in accordance with the legislation of the Russian Federation on accounting statements not related to the property interests of the Company or its shareholders.

28.4 Общество обязано привлечь для ежегодного аудита годовой бухгалтерской (финансовой) отчетности, подготовленной в соответствии с законодательством Российской Федерации о бухгалтерском учете, аудиторскую организацию, не связанную имущественными интересами с Обществом или его акционерами.

28.5 The executive body of the Company shall be responsible for organisation, condition and accuracy of accounting in the Company, submission of the annual report and other accounting (financial) statements to relevant authorities in due time as well as for representation of information of the Company's activity furnished to shareholders, creditors and mass media.

28.5 Ответственность за организацию, состояние и достоверность бухгалтерского учета в Обществе, своевременное представление ежегодного отчета и другой бухгалтерской (финансовой) отчетности в соответствующие органы, а также сведений о деятельности Общества, представляемых акционерам, кредиторам и в средства массовой информации, несет исполнительный орган Общества.

28.6 The Company's annual report has to be approved by the Board of Directors not later than thirty (30) days before the annual general meeting of shareholders.

28.6 Годовой отчет Общества подлежит предварительному утверждению Советом директоров Общества не позднее чем за 30 (тридцать) дней до даты проведения годового общего собрания акционеров.

## 29. LIQUIDATION AND REORGANISATION OF THE COMPANY

## 29. ЛИКВИДАЦИЯ И РЕОРГАНИЗАЦИЯ ОБЩЕСТВА

29.1 Liquidation and reorganisation of the Company shall be carried out taking into account the specifics provided by the Federal Law of the Russian Federation "On International Companies".

29.1 Ликвидация и реорганизация Общества осуществляются с учетом особенностей, предусмотренных Федеральным законом Российской Федерации «О международных компаниях».

### **30. KEEPING THE COMPANY'S DOCUMENTS. INFORMATION DISCLOSURE**

- 30.1 The Company shall keep documents stipulated by the internal documents of the Company, resolutions of the general meeting of shareholders, the Company's Board of Directors, and management bodies of the Company.
- 30.2 The Company is obliged to provide any shareholder upon request with access to the following documents:
- (a) the Company's Charter;
  - (b) the register of shareholders, if the shareholder has specified the reasonable business purpose;
  - (c) lists of members of the Company's Board of Directors;
  - (d) minutes of the general meetings of shareholders;
  - (e) annual reports and auditor's opinions unless they have been provided to them in preparation to the general meeting of shareholders.

The Company has the right to refuse to provide the requested documents if they are disclosed on the Internet.

- 30.3 Provisions of clause 4 of Article 6, clauses 5 and 5.1. of Articles 32.1, Articles 91 - 92 of the Federal Law "On Joint-Stock Companies" shall not apply to the Company.

### **31. FINAL PROVISIONS**

- 31.1 The Company's Charter come into force for the third parties from the date of their state registration.
- 31.2 In order to implement the state social, economic and tax policy, the Company will

### **30. ХРАНЕНИЕ ДОКУМЕНТОВ ОБЩЕСТВА. ПРЕДОСТАВЛЕНИЕ ОБЩЕСТВОМ ИНФОРМАЦИИ**

- 30.1 Общество обязано хранить документы, предусмотренные внутренними документами Общества, решениями общего собрания акционеров, Совета директоров Общества, органов управления Общества.
- 30.2 Общество обязано предоставить по запросу доступ любому акционеру к следующим документам:
- (a) Уставу Общества;
  - (b) реестру акционеров, если акционером указана разумная деловая цель;
  - (c) спискам членов Совета директоров Общества;
  - (d) протоколам общих собраний акционеров;
  - (e) годовым отчетам, а также аудиторским заключениям, если они не были им предоставлены при подготовке к заседанию общего собрания акционеров.

Общество вправе отказать акционеру в предоставлении запрошенных документов, если они раскрыты в сети Интернет.

- 30.3 Положения пункта 4 статьи 6, пунктов 5 и 5.1. статьи 32.1, статей 91 - 92 Федерального закона «Об акционерных обществах» к Обществу не применяются.

### **31. ЗАКЛЮЧИТЕЛЬНЫЕ ПОЛОЖЕНИЯ**

- 31.1 Устав Общества приобретает силу для третьих лиц с момента его государственной регистрации.
- 31.2 Общество в целях реализации государственной, социальной,

be responsible for the safe keeping of its management, financial, personnel and other documents; it must ensure that any of its documents with scientific or historical value are properly transferred for state storage in the authorised archives and in accordance with the established procedure; it must store and use its personnel records following proper procedures.

экономической и налоговой политики несет ответственность за сохранность документов (управленческих, финансово-хозяйственных, по личному составу и др.); обеспечивает передачу на государственное хранение документов, имеющих научно-историческое значение, в уполномоченные архивы в соответствии с установленными требованиями; хранит и использует в установленном порядке документы по личному составу.

31.3 Whereas the Company's shareholders retain their rights of participation in the Company and related obligations in the same scope as prior to the change of the governing law, provisions of Articles 75 – 76, chapters X – XI.1. of the Federal Law “On Joint Stock Companies”, provisions regarding mandatory creation of the Internal Audit Commission and a reserve fund, other provisions of the Federal Law “On Joint Stock Companies” and provisions of non-statutory instruments of the Russian Federation governing matters arising from the said federal law shall not apply to the Company except for provisions of Articles 84.1 and 84.8 and Articles 84.3 - 84.6 and 84.9 as regards regulation of compliance with procedures contemplated by Articles 84.1 and 84.8 as well as other provisions expressly contemplated by this Charter.

31.3 Принимая во внимание, что акционеры Общества сохраняют права участия в Обществе и связанные с таким участием обязанности в том же объеме, который существовал до изменения личного закона, положения статей 75 – 76, глав X – XI.1. Федерального закона «Об акционерных обществах», положения об обязательности создания Ревизионной комиссии и формирования резервного фонда, иные положения Федерального закона «Об акционерных обществах», а также положения подзаконных нормативных правовых актов Российской Федерации, регулирующих отношения, вытекающие из указанного федерального закона, к Обществу не применяются, за исключением положений статей 84.1 и 84.8, а также статей 84.3 - 84.6 и 84.9 в части регулирования исполнения процедур, предусмотренных в статьях 84.1 и 84.8, а также иных положений, прямо предусмотренных настоящим Уставом.

31.4 The provisions of this Charter apply to the extent that they do not contradict the Federal Law “On International Companies”, including all subsequent amendments to the specified federal law.

31.4 Положения настоящего Устава применяются в той части, в которой они не противоречат Федеральному закону «О международных компаниях», в том числе с учетом всех последующих изменений в указанный федеральный закон.

31.5 In the event of any discrepancies between the Russian and English versions, the Russian version of the Charter shall prevail.

31.5 В случае противоречий между версиями на русском и английском языках, преимущество имеет текст Устава на русском языке.

Registered on \_\_\_\_\_ 20 \_\_\_\_.

state registration number

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\_\_\_\_\_  
(name of the registration body)\_\_\_\_\_  
(signature of the authorised person)\_\_\_\_\_  
(seal of the registration body)**DECISION ON ISSUANCE OF SHARES*****EN+ GROUP International public joint-stock company***

***571,428,572 (five hundred seventy-one million four hundred twenty-eight thousand five hundred seventy-two) ordinary uncertified shares with the par value of USD 0.00007 per share***

Approved by the resolution of *the General Meeting of Shareholders of EN+ GROUP PLC*,

Adopted on \_\_\_\_ 20 \_\_\_\_ Minutes dated \_\_\_\_ 20 \_\_\_\_ No \_\_\_\_ ,

under the resolution *to change the governing law of EN+ GROUP PLC*,

adopted *by the General Meeting of Shareholders of EN+ GROUP PLC* on \_\_\_\_ 20 \_\_\_\_ ,

Minutes dated \_\_\_\_ 20 \_\_\_\_ No \_\_\_\_ .

Registered address and contact phones of the issuer: *Russian Federation, Kaliningrad*

*Region, Kaliningrad, Oktyabrsky island, tel.: [•]*.

\_\_\_\_\_  
[•]  
Authorised person of the foreign legal entity  
on \_\_\_\_ 20 \_\_\_\_ .

\_\_\_\_\_  
signature  
Stamp here

\_\_\_\_\_  
Full name

1. Full and short name of the international company and its address:

The full trade name of the international company in the Russian language:

***Международная компания публичное акционерное общество «ЭН+ ГРУП»***

The full trade name of the international company in the English language:

***EN+ GROUP International public joint-stock company***

The short trade name of the international company in the Russian language:

***МКПАО «ЭН+ ГРУП»***

The short trade name of the international company in the English language:

***EN+ GROUP IPJSC***

Registered address of the international company:

***Russian Federation, Kaliningrad Region, Kaliningrad, Oktyabrsky Island***

2. Date of approval of the decision on issuance of shares : [•]

3. Category (type) of shares: ***ordinary shares***

4. Rights of shareholders:

According to clause 5.1 Article 5 of the Charter of International public joint-stock company EN+ GROUP (hereinafter referred to as the '**Company**'), each ordinary share of the Company provides the same volume of rights to its shareholder.

(1) The Shareholders of the Company - the Company's holders of ordinary shares shall have the right to participate in the general meeting of shareholders of the Company both in person and by proxy, with the right to vote on all matters of its competence.

According to the Charter of the Company, the competence of the General Meeting of Shareholders covers the following matters:

1.1 amendments to the Charter of the Company or approving the restated Charter of the Company, including changes in the Company's name;

1.2 a change in the Company's status to non-public or acquisition by the non-public Company of the public status, namely:

(a) adoption of resolution to amend the Charter of a public company excluding any references to the fact that the Company is a public company;

(b) adoption of resolution in order for the Company to apply to the Bank of Russia for releasing it from the obligation to disclose the information as provided by the laws of the Russian Federation on securities;

(c) adoption of resolution on making an application concerning delisting of shares and issue-grade securities, convertible into shares;

(d) adoption of resolution to amend the Charter of a private company containing a reference to the fact that such company is a public company.

1.3 approval of a transaction in which a member of the Board of Directors of the Company is interested if that member has not disclosed his interest to the Company pursuant to Section 25 of the Charter of the Company;

1.4 reorganisation of the Company by way of consolidation, merger in the form of acquisition, division, spin-off or transformation;

1.5 change of the Company's governing law through its registration in a foreign state subject to consent of the Government of the Russian Federation;

1.6 liquidation of the Company and cancellation of such liquidation, appointment of a liquidation committee, including to determine the fees payable to the liquidation committee and the termination of its powers, approval of interim and final liquidation balance sheets, striking off the Company from the register;

1.7 fragmentation, conversion and consolidation of shares;

1.8 acquisition by the Company of outstanding shares;

1.9 reduction of the Company's share capital by reducing the shares' nominal value;

1.10 reduction of the Company's share capital by the Company acquiring some of the shares for the purpose of their overall reduction and by redeeming the shares acquired or repurchased by the Company;

1.11 increase of the share capital of the Company by increasing par value of the shares;

1.12 increase in the share capital of the Company by placement of additional ordinary shares of the Company through the private offering;

1.13 increase in the share capital of the Company by placement of additional ordinary shares of the Company through the public offering;

1.14 issue of the Company's issue-grade securities convertible into shares by private offering, and placement of issue-grade securities convertible into ordinary shares by public offering;

1.15 increase of the Company's share capital at the expense of the Company's property by placing additional shares only among the Company's shareholders;

1.16 determination of the quantity, nominal value, class (type) of authorised shares and rights granted by such shares;

1.17 amendment of the resolutions specified in clauses 1.1-1.16 subclause (1) clause 4 of this resolution to issue shares (hereinafter, the clause 4 of this resolution to issue shares shall be referred to as the **"Summary of Shareholder Rights"**);

1.18 Approval of the Company's Auditor for the audit of the accounting (financial) statements prepared in accordance with the legislation of the Russian Federation on accounting, referred to in clause 28.1 of the Charter of the Company, and his removal;

1.19 election of members of the Company's Board of Directors and early termination of their powers;

1.20 payment (declaration) of the dividends and establishment of the date on which the persons entitled to receive dividends are determined;

1.21 distribution of profits (including payment (declaration) of dividends, except for payment of profits distributed as dividends based on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company based on the results of the reporting year; and establishment of the date on which the persons entitled to receive dividends are determined;

1.22 changes in the agenda of the general meeting of shareholders;

1.23 approval of an annual report, annual accounting (financial) statements of the Company;

1.24 amendment of the resolutions specified in clauses 1.18, 1.20 - 1.23 subclause (1) of the Summary of Shareholder Rights.

The resolution of the general meeting of shareholders on an issue which is put to vote is adopted by the majority of votes of the shareholders holding voting shares of the Company and taking part in the general meeting of shareholders, unless the Charter of the Company provides otherwise.

Resolutions on the issues indicated in clauses 1.1 - 1.17 subclause (1) of the Summary of Shareholder Rights as well as other issues specified by Charter of the Company shall be adopted at the general meeting of shareholders by the majority of two-thirds of votes of the shareholders holding voting shares, taking part in general meeting of shareholders («**Special resolution**»).

Voting at the general meeting of shareholders is carried out on a “one voting share one vote” principle.

(2) The Company's shareholders holding ordinary shares will also have the right to:

- receive dividends in the procedure and in the manner provided for in the Charter of the Company;
- receive a part of the property or the value of a part of the Company's property remaining upon liquidation of the Company after settlements with creditors in proportion to the shares held by the shareholder;
- access to documents and information on the activities of the Company in accordance with the procedure provided for by the Charter of the Company;
- in the cases which are determined by the existing laws of the Russian Federation, according to the procedure determined by the existing laws of the Russian Federation and on terms determined by the existing laws of the Russian Federation, pre-emptive right to purchase placed by the Company equity-grade and other securities converted to shares placed by offering in an amount proportional to the quantity of the Company's shares of this category (type) that they hold;
- receive from the register holder (registrar) of the Company information about all records on his/her personal account, as well as other information provided for by legal acts of the Russian Federation establishing the procedure for maintaining the register of shareholders;
- sell shares to the Company in case the Company has decided to purchase these shares;
- for the purpose of financing and supporting the Company's activities, at any time to contribute to the Company's property gratuitous deposits in cash or in another form that do not increase the share capital of the Company and do not change the nominal value of shares;
- have other rights stipulated by the Charter of the Company.

(3) In addition to the rights specified in subclauses (1)-(2) of the Summary of Shareholder Rights:

- the shareholder (shareholders) holding in aggregate at least 1 percent of the Company's voting shares are entitled to file an action against a member of the Board of Directors or the General Director of the

Company thereby seeking reimbursement for damages caused to the Company;

(4) In addition to the rights specified in subclauses (1)-(3) of the Summary of Shareholder Rights:

- the shareholders (shareholder) holding in aggregate at least 2 percent of the Company's voting shares may

- a) include issues in the agenda of the annual general meeting of shareholders and propose candidates to the Board of Directors of the Company (such number of the proposed candidates shall not exceed the number of the members of the Board of Directors of the Company);

- b) if the proposed agenda for the extraordinary general meeting of shareholders contain an item on election of the Board of Directors of the Company, propose candidates to be elected to the Board of Directors (such number of the proposed candidates shall not exceed the number of the members of the Board of Directors of the Company).

(5) In addition to the rights specified in subclauses (1)-(4) of the Summary of Shareholder Rights:

- shareholders (shareholder) holding in aggregate not less than 10 percent of the voting shares of the Company have the right to demand from the Board of Directors of the Company the convocation of an extraordinary general meeting of shareholders. If within the term specified in the Charter of the Company the decision to convene the extraordinary general meeting of shareholders or to reject its convening is not made by the Company's Board of Directors, the shareholder shall have the right to appeal to a court with a request to compel the Company to hold the extraordinary general meeting of shareholders;

(6) In addition to the rights specified in subclauses (1)-(5) of the Summary of Shareholder Rights:

- shareholders (shareholder) have the right of access to the following documents:

- (i) the Company's Charter;

- (ii) the register of shareholders, if the shareholder has specified the reasonable business purpose;

- (iii) lists of members of the Company's Board of Directors;

- (iv) minutes of the general meetings of shareholders;

- (v) annual reports and auditor's opinions unless they have been provided to them in preparation for the general meeting of shareholders.

(7) The procedure for exercising by shareholders of the rights to participate in the General Meeting of Shareholders, receive dividends, and other rights specified above will be defined in accordance with the Charter of the Company.

(8) Whereas the Company's shareholders retain their rights of participation in the Company and related obligations in the same scope as prior to the change of the governing law, provisions of Articles 75 – 76, chapters X – XI.1. of the Federal Law “On Joint Stock Companies”, provisions regarding mandatory creation of the Internal Audit Commission and a reserve fund, other provisions of the Federal Law “On Joint Stock Companies” and provisions of non-statutory instruments of the Russian Federation governing matters arising from the said federal law shall not apply to the Company except for provisions of Articles 84.1 and 84.8 and Articles 84.3 - 84.6 and 84.9 as regards regulation of compliance with procedures contemplated by Articles 84.1 and 84.8 as well as other provisions expressly contemplated by the Charter of the Company.

The provisions of this resolution to issue shares apply to the extent that they do not contradict the Federal Law “On International Companies”, including all subsequent amendments to the specified federal law.

(9) The Company does not stipulate the limitation of the shares number belonging to one shareholder, their total nominal value, as well as the maximum number of votes provided to one shareholder.



(10) The amendments to the Charter do not require the conversion of the Company's shares into shares with other rights.

(11) Obligations of shareholders due to the listing of shares or other securities of the Company (shares and other securities are hereinafter referred to as the 'shares') at the London Stock Exchange, if the Company has such listing:

1) The Company may give its disclosure notice to any person in respect of whom the Company is aware or has sufficient reasons to believe that such person:

- (a) holds shares or has participatory interests in the shares;
- (b) had such interest at any time during 3 (three) years immediately prior to the date on which the disclosure notice is given (the “**disclosure period**”).

2) The disclosure notice may require such person:

- (a) to confirm this fact or, as the case may be, specify whether or not such event has occurred;
- (b) if it is a holder or, during the disclosure period, was a holder of such participatory interests, to disclose additional information, including in respect of another person who received the notice of disclosure of information which may be required according to the disclosure notice.

3) The disclosure notice may require the person to which it is given to disclose information about its present or past participatory interests in shares at any time during the disclosure period.

4) The disclosure notice may require the person to which it is given, if:

- (a) its participatory interests are present participatory interests and other participatory interests in the shares remain in effect; or
- (b) other participatory interests in shares remained in effect during the disclosure period, when its participatory interests remained in effect, it disclosed, as far as it is aware, any such other participatory interests as may be required by the disclosure notice;

5) The data referred to in paragraph 4) subclause (11) of the Summary of Shareholder Rights include, without limitation:

- (a) identity of the persons having participatory interests in respective shares; and
- (b) whether the persons having participatory interests in the said shares are or were a party to:
  - agreement for purchase of participatory interest in a certain share in specific company; or
  - an agreement or arrangement relating to the exercise of rights granted to the holders of shares;or
- (c) nature and scope of participatory interest in the shares.

6) The disclosure notice may require the person to which it is given, if the participatory interests are past, to disclose (as far as it is aware) the identity of the person which has become the holder of such participatory interests immediately after the addressee of the notice ceased to be as such.

7) The information required to be disclosed in the notice must be provided during such reasonable period of time as may be specified in the notice

8) The Company will maintain the register of information disclosed in accordance with this clause. The Company will, within 3 (three) days of receipt of such information, enter into the register:

- (a) the record of giving the notice and the date of its giving; and
- (b) information disclosed in accordance with the notice.

9) If the disclosure notice is given by the Company to a person which potentially is a holder of the participatory interest in any share, its copy shall be concurrently provided to the holder of the respective share, but an inadvertent failure to give such notice or failure to receive the notice by the holder of the respective share will not render the following provisions of this subclause (11) of the Summary of Shareholder Rights ineffective.

10) If the holder of share or any person who is the holder of participatory interest in the share is given the disclosure notice and in respect of such share (the “**default shares**” which includes any shares distributed or issued after the date of disclosure notice in respect of such shares) during the respective period and no information is disclosed to the Company as required by the disclosure notice, the restrictions referred to in paragraph 11) subclause (11) of the Summary of Shareholder Rights shall apply. These restrictions will be in effect until:

- (a) the date occurring on the 7th (seventh) day after the date on which the Company’s General Director makes sure that the obligations have been duly discharged; or
- (b) a moment when the Company is notified that the default shares are subject to the permitted transfer;

11) The restrictions referred to in paragraph 10) subclause (11) of the Summary of Shareholder Rights shall be the following:

(a) if the default shares, in which any person has participatory interests or, as the Company suggests, has participatory interests representing less than 0.25% outstanding shares of this class, the holders of default shares will not have right, in respect of such shares, to participate or vote either personally or by proxy at any general meeting or at any separate general meeting of holders of Company’s shares of any class or to exercise any right granted to the shareholders in respect of the Company’s general meetings of shareholders; or

(b) if the default shares, in which any person has participatory interests or, as the Company suggests, has participatory interests representing at least 0.25% outstanding shares of this class, the holders of default shares will not (unless the Company’s Board of directors resolves otherwise) have right, in respect of such shares:

- to participate or vote either personally or by proxy at any general meeting or at any separate general meeting of holders of Company’s shares of any class or to exercise any right granted to the shareholders in respect of the Company’s general meetings of shareholders; or

- to receive payment in the form of dividends (or part of dividends) and no shares will be distributed in lieu of dividends; or

- to transfer or give consent to transfer such shares or rights to them, unless such transfer is a permitted transfer; or

- (i) the holder itself is not in breach of the obligations to disclose the required information; and

(ii) the transfer is represented by only a part of shares of the holder and upon submission for the registration is accompanied by the holder's certificate in the form satisfactory to the directors in such a way that following a thorough inspection the holder would be sure that none of the transferred shares is a default share.

12) The restrictions referred to in paragraph 11) subclause (11) of the Summary of Shareholder Rights do not prejudice the rights of the holder of default shares or, in case of another person, of any person having the right of sale in respect of such shares, to sell or give consent to sell such shares under the permitted transfer.

13) The disclosure notice will become ineffective in respect of any shares transferred by the holder of such shares in accordance with the permitted transfer.

14) If any dividends or any other distributions are withheld under paragraph 11) (b) subclause (11) of the Summary of Shareholder Rights, the shareholder will have right to receive it as soon as possible after the restrictions referred to in paragraph 11) (b) subclause (11) of the Summary of Shareholder Rights cease to be in effect.

15) If, during the effective period of any of the above restrictions in respect of shares, other share is distributed or is offered in lieu of it (or in lieu of any shares to which the provisions of this subclause (11) of the Summary of Shareholder Rights are applicable), the same restrictions will apply to such other share, as if it were a default share.

For these purposes, the shares which the Company distributes or ensures that such shares are distributed on a pro rata basis (regardless of fractional rights and shares not offered by a certain shareholder by virtue of legal or practical problems connected with the issue or offering of shares outside Jersey, UK, Moscow or Saint Petersburg) to holders of shares of the same class, because the default share will be deemed as a share distributed in lieu of the existing shares from the date on which the distribution is unconditional or, in case of so offered shares, on the date of acceptance of the offer.

16) For the purposes of subclause (11) of the Summary of Shareholder Rights:

(a) **'permitted transfer'** in respect of any share is a transfer:

- which is a result of sale at or through a recognised investment stock exchange as defined in the Financial Services and Markets Act 2000 or at or through any stock exchange outside the UK at which the transactions are usually consummated with the Company's shares of the same class as restricted shares; or

- in accordance with the sale of full beneficial participatory interest in the share to a person which is not satisfactory to the Company's General Director and is not connected with the existing holder or any other person who is the holder of participatory interest in the share; or

- by accepting the takeover offer in respect of the Company.

(b) **"respective period"** in case of a breach contemplated by paragraph 10) (a) subclause (11) of the Summary of Shareholder Rights will be twenty eight (28) days, and in case of a breach contemplated by paragraph 10) (b) subclause (11) of the Summary of Shareholder Rights, fourteen (14) days after the date of delivery of the disclosure notice;

(c) the share of issued shares of the class represented by respective participatory interest is calculated taking into account the issued shares when giving the disclosure notice;

(d) a reference to the person who failed to disclose information to the Company as required by the disclosure notice or failed to discharge its obligations to disclose such information includes:

- a reference to the fact that it did not disclose or refused to disclose all or any part of the information; and

- a reference to the fact that it disclosed the information while being aware that it is materially untrue or by gross negligence disclosed the information which is materially untrue; and

(e) a person will be deemed to be or having a participatory interest in the shares, if it has direct or indirect participatory interest, conditional or otherwise, in such shares, on the right of ownership or through a beneficial interest (under a deed of trust, or executed as a deed or otherwise) or arising by virtue of contract, agreement, document, security, securities (in any form, either listed or non-listed), trust, nominal holder or other form of arrangement (including, but not limited to, by virtue of warrant, option, derivative, conversion right or any other instrument or agreement of similar nature) and being either formal or informal by its nature.

17) If at any time the Company has a class of shares listed on the London Stock Exchange or any other regulated market, or the Company has sent a request for listing of a class of shares on such market, the provisions of the Disclosure and Transparency Rules 5 (“DTR-5”) and the rules for giving notice to the person with the voting right and the issuer contained in DTR-5, will be deemed applicable to the Company and each holder of shares.

18) For the purposes of DTR-5 and the implied applicability of DTR-5 to the Company and each holder of shares, the Company must (only for the purposes of Article “**Participatory Interests in Shares**”) be deemed an “**issuer**” in the meaning defined for this term in DTR-5 and, for the avoidance of doubt, must not be deemed a “**non-UK issuer**” (in the meaning defined for this term in DTR-5)..

19) Only for the purposes of paragraphs 17) – 20) subclause (11) of the Summary of Shareholder Rights (inclusively), the terms defined in DTR-5 will have the meaning ascribed to them in DTR-5.

20) If the Company determines that a holder of shares (the “**Defaulting Shareholder**”) is in default in complying with the above provisions of DTR-5 in respect of specific or all of such shares which the said holder holds (the “**default shares**”), the Company will have right to give notice to the Defaulting Shareholder (the “**Default Notice**”) for the purpose:

(a) suspend the rights of such Defaulting Shareholder to vote on default shares personally or by proxy at any Company’s general meeting.

Such suspension will become effective from the date on which the Default Notice is delivered by the Company to the Defaulting Shareholder before the date not exceeding 7 (seven) days from the date when the Company’s Board of directors determined, at its sole discretion, that the Defaulting Shareholder removed incompliance with provisions of DTR-5, provided, however, that the Company may at any time by giving subsequent written notice revoke or suspend the Default Notice; and/or

(b) to withhold dividends without any obligation to pay interest on them or any amount payable in respect of the default Shares, and such amount shall be payable only after termination of the Default Notice in respect of the default Shares; and/or

(c) to declare invalid the choice in favour of receipt of shares in the Company in lieu of the money in respect of any dividends or their part; and/or

(d) to prohibit transfer of any shares in the Company held by the Defaulting Shareholder, except when this is done in accordance with the permitted transfer (as defined in paragraph 16) (a) subclause (11) of the Summary of Shareholder Rights) or when:

- the holder itself is not in breach of the obligations to disclose the required information; and
- the transfer is represented by only a part of shares of the holder and upon submission for the registration is accompanied by the holder's certificate in the form satisfactory to the directors in such a way that following a thorough inspection the holder would be sure that none of the transferred shares is a default share.

(12) In the case and for the period while the Company's shares or other securities are admitted to the Official List of the Financial Conduct Authority and are admitted to trading on the main market of the London Stock Exchange plc, any transactions with such shares or securities must be conducted in accordance with the rules of the London Stock Exchange plc and all other applicable laws, rules and regulations, and the Company may not at any time suspend or otherwise prevent the registration of the transfer of such listed shares or other securities in a way which the Financial Conduct Authority or the London Stock Exchange would regard as preventing dealings in such shares or securities from taking place on an open and proper basis.

5. Par value of shares:

***USD 0.00007***

6. Number of shares:

***571,428,572 (five hundred seventy-one million four hundred twenty-eight thousand five hundred seventy-two)***

7. Full company name of the register holder (registrar) that will keep the register of shareholders of the international company:

***Interregional Registration Centre, Joint Stock Company***

### **Summary of the Russian Application**

For registration of the international company in Russia an application shall be made in a form P18001 (approved by the order of the Russian Federal Tax Service dated 09 June 2014 No. MMB-7-14/316@).

**The form will generally contain the following information:**

1. The full details of the international company (i.e. a Russian company that will be registered under the continuance procedure) (the “IC”):
  - 1.1. the IC’s full and short names (which, for public companies, must include the words “Public joint stock company”);
  - 1.2. the IC’s full address in Russia (on Oktyabrsky Island, Kaliningrad region);
  - 1.3. the amount of the charter capital of the IC.
2. The registration details of the Jersey company: registration number, date of registration and name of the registration authority in Jersey.
3. The information on a person who will have the right under the Russian law to act on behalf of the IC without a power of attorney. For a sole executive body: full name; taxpayer identification number; date and place of birth; position (in our case: General Director); passport details (series, number, date of issue, issuing authority; sub-division code); address of residence in the Russian Federation or abroad (including the postal code); telephone number.
4. Information on the IC’s registrar in Russia: registration number and taxpayer identification number in Russia and full company name.
5. Codes under the Russian National Classifier of Types of Economic Activities for the main and additional activities that will be carried out by the IC.
6. Information on the branches of the IC (if any) – full name and address of the branch.
7. Details of a person who signs the application – the General Director of the IC – the same details as specified in item 3 above, and the e-mail of the applicant.

The IC must file its application with a managing company of the special administrative region (Russia’s Ministry of Economic Development acts as the managing company for Oktyabrsky Island), which reviews the application and subsequently passes it for registration by the Federal Tax Service of Russia (a state authority which in Russia acts as the registrar of companies).

## General Description of the Continuance Process

### 1 **Legislation on continuance process**

- 1.1 On 28 July 2018, the Russian Parliament passed a new law on international companies (the “**ICs**”) and a new law on special administrative regions (the “**SARs**”) (together, the “**Russian Continuance Laws**”), which, amongst other things, introduced a legal regime for the continuance of foreign corporate entities in Russia (the “**Continuance Regime**”).
- 1.2 The Board of the Company (the “**Board**”) proposes to carry out the Company’s continuance out of Jersey to Russia (the “**Migration**”), in accordance with the continuance provisions contained in the Jersey Companies Law and the Russian Continuance Laws. On completion of the Migration, the Company will be de-registered as a Jersey company and shall be deemed to continue as an IC under the Russian Continuance Laws.
- 1.3 The rationale for the Migration is set out in Section 6 below.
- 1.4 The Continuance Regime came into force on 3 August 2018, allowing foreign corporate entities, which meet the relevant criteria, to migrate to Russia without having to incorporate a new entity and with the benefit of preserving their corporate identity and history. The Company meets these criteria.
- 1.5 As part of the Migration, the IC may be registered only in one of the SARs of Russia, being the Russky Island in Vladivostok (the Primorsk Region) and Oktyabrsky Island in Kaliningrad (the Kaliningrad Region). The Company is likely to elect to register on the Oktyabrsky Island.
- 1.6 Following the continuance, a foreign company has the status of an IC and operates under the Russian laws, which becomes a governing law of the foreign company.
- 1.7 Based on applicable Russian laws, the implementation of the Migration will not:
  - (a) alter the underlying assets, investments, management or financial position (other than incurrence of related expenses and professional fees) of the Company nor the proportionate interests of existing Members;
  - (b) create a new legal entity, or prejudice or affect the identity of the corporate body constituted by the Company or its continuity as a corporate body;
  - (c) affect any existing property or the rights or obligations of the Company or render defective any existing legal proceedings by or against the Company;
  - (d) affect any legal proceedings that could have been continued or commenced by or against the Company before its registration in Russia, and these may be continued or commenced by or against the Company after its registration in Russia; and
  - (e) involve the formation of a new holding company, any issue of new Jersey Shares (as defined in Section 3 below), any transfer of assets of the Company or any change in the existing shareholding of the Company.

### 2 **General description of the continuance process**

- 2.1 Generally, the Migration is divided into the following steps:
  - (a) approval of the Company’s continuance out of Jersey by the Board and the Members under the Jersey Companies Law;
  - (b) notification of, or consent from, the creditors of the Company;
  - (c) notification of certain regulators in Jersey;

- (d) filing of an application for Migration with the Jersey Financial Services Commission (**JFSC**);
- (e) receipt of the approval of the Migration from the JFSC (such an approval may be subject to certain conditions, including completion of the step described in paragraph 2.1(h) below);
- (f) filing of an application to enter into an operation agreement with the managing company in the SAR (which standard form will be approved by Russian authorities), as well as an application to register the Company as an IC (together with the relevant supporting documents) and the issuance of shares of the IC. All registration steps are done through a single window – the managing company of the SAR – that directly interacts with the state authorities (the Federal Tax Service of Russia, the Bank of Russia, etc.);
- (g) the state registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation and signing of the operation agreement; and
- (h) once the Russian process has been completed, informing the JFSC so that it can issue the certificate of discontinuance, at which point the Migration will be complete.

### 3 **Rights attached to the Migration Shares**

- 3.1 According to applicable Russian laws and regulations, the existing shares in the Company held by the Members while the Company is still a Jersey company (the “**Jersey Shares**”) will be recognized automatically as Russian shares (the “**Migration Shares**”) from the date of the state registration of the Company as an IC, and the holders of the Jersey Shares will have their shares converted into the same number of Migration Shares by operation of law (on a one-to-one proportion).
- 3.2 Under Russian law, Migration Shares are dematerialized. The Jersey certificates of ownership are not valid after the Migration becomes effective. However, for ICs, Russian Continuance Laws provide that if a foreign legal entity, which has become an IC, had previously issued certificates of ownership of a certain number of shares, the IC may issue specific Russian certificates with respect to the shares that are placed and / or circulated outside of Russia. Please note that Russian law does not provide any procedure for issuance of such certificates.
- 3.3 The rights attached to the Migration Shares of an IC shall be materially similar to the rights attached to the existing Jersey Shares.
- 3.4 The Company will formally be a Russia-incorporated legal entity (business enterprise) with the status of an IC following the date of registration of the Company in the Unified State Register of Legal Entities of the Russian Federation. The rights attached to the Migration Shares of the Company as an IC will be specified in the “Decision on Issuance of Shares”, the prospectus and the Charter.
- 3.5 The Company’s continuance out of Jersey is the reason for transferring the register of members of the Company from the existing registrar in Jersey to the Russian entity, which will act as a registrar. The Russian registrar will, using the data contained in the Jersey register of members (the “**Jersey Register**”), open the accounts in the Russian register (the “**Russian Register**”) of members and draw up the first records of the holders of Migration Shares, including the number of Migration Shares registered in each Members’ name.
- 3.6 On 1 November 2018 the Board resolved that upon registration of the Company as an IC in Russia the Russian Register will be maintained by a joint stock company “Interregional Registration Center”, a legal entity registered under the laws of Russia with the main registration number: 1021900520883.



- 3.7 Thus, if a Member directly owned the Jersey Shares and was listed in the Jersey Register as a Member prior to the Company's continuance out of Jersey, then an account will be opened in the Russian Register for such Member and the information concerning the Member as a holder of the Migration Shares will be entered into the Russian Register. If a Member held the Jersey Shares through a nominee (a management company, a foreign depository) or a chain of nominees, then an account in the Russian Register will be opened for such nominee (the first nominee in the chain, if applicable), and the Member will continue to hold the Migration Shares through the nominee (or the chain of nominees, as applicable).

- 3.8 In order to carry out corporate actions, as well as to dispose shares, those Members who will be registered directly in the Russian Register shall comply with applicable identification procedures, i.e. provide a list of specific documents to the registrar maintaining the Russian Register.

*Payment of dividends on the Migration Shares*

- 3.9 Payment of dividends to the GDR holders

Under the applicable Russian law, the dividends payable on the Migration Shares, the rights in respect of which are certified by GDRs, will be made to the issuer of these GDRs.

The entities paying the dividends to the issuer of these GDRs are:

- if the issuer of GDRs is registered by the Russian depository - the Russian depository. Dividends are payable within seven business days after the day of dividends being received by the depository from the Company; or
- if the issuer of GDRs is registered directly in the Russian Register - the Company or the registrar maintaining the Russian Register, acting on behalf of the Company, or a credit organization, acting on behalf of the Company, dividends are payable within 25 business days from the date on which the persons entitled to receive dividends are determined,

The procedure for the subsequent transfer of dividends by the issuer of the GDRs to the GDR holders shall be provided by applicable law and by agreements between the issuer of the GDRs and the GDR holders.

- 3.10 Payment of dividends to the Members whose rights to the Migration Shares are recorded by a Russian depository

Under the applicable Russian law, Members whose rights to the Migration Shares are recorded by a Russian depository, are entitled to receive dividends on the Migration Shares in monetary form through such Russian depository. Payments of dividends on such Migration Shares shall be settled by the Company or, on its behalf, by the registrar maintaining the Russian Register or by a credit organisation by crediting the money to such Russian depository.

The dividends must be paid to the Russian depository registered in the Russian Register within 10 business days from the date on which persons having the right to receive dividends are determined.

The Russian depository shall transfer dividends to:

- (a) the nominees and trustees who opened deposit accounts with the Russian depository (no later than the next business day after the day of dividends receipt);
- (b) other deponents who opened deposit accounts with the Russian depository (including Members) (no later than seven business days after the day of dividends receipt).

- 3.11 Payment of dividends to the Members whose rights to the Migration Shares are recorded directly in the Russian Register

Under the applicable Russian law, the dividends to the Members directly registered in the Russian Register must be paid within 25 business days from the date on which the persons entitled to receive dividends are determined.

Payment of dividends in monetary form shall be settled by the Company or by the registrar maintaining the Russian Register or by a credit organisation, each acting on behalf of the Company.

Payment of dividends in monetary form to the Members, who are natural persons, whose rights to the Migration Shares are recorded directly in the Russian Register, shall be carried out by transferring money to their bank accounts, details of which shall be held by the registrar maintaining the Russian Register, or, in the absence of bank account information, by postal money transfer, and to other Members whose rights to the Migration Shares are recorded directly in the Russian Register, by transferring the money to their bank accounts.

*Exercise of voting and other rights by holders of the Migration Shares*

- 3.12 Following the Migration, the Members may be entitled to:
- (a) if they hold 1 and more per cent of issued shares of the Company, to file an action against the Board or the General Director of the Company seeking reimbursement for damages caused to the Company;
  - (b) if they hold 2 or more per cent of the issued shares of the Company:
    - (i) propose issues for the agenda of an annual general meeting; or
    - (ii) nominate candidates for appointment as directors to the Board;
  - (c) if they hold 10 or more per cent of the issued shares of the Company, demand the convening of a general meeting of the Company;
  - (d) participate in a general meeting of the Company and exercise their right to vote; and
  - (e) exercise other rights arising from the Migration Shares.
- 3.13 The Members holding shares through a nominee may exercise their voting rights by giving instructions to the nominee. The Members may give such instructions to the nominee in the manner stipulated in an agreement between the Member and the nominee.
- 3.14 The Members may exercise the above rights personally or by proxy (without the nominee's participation).

#### 4 **Corporate Governance**

- 4.1 Overview of corporate governance of the Company after continuance out of Jersey is provided in the table below:

The governance structure of the Company consists of the following bodies:

- (a) **General Meeting** – supreme governing body of the Company;
- (b) **Board** – supervisory board of the Company. Members of the Board are elected by an annual Members' meeting and serve as directors until the next annual General Meeting.
- (c) **General Director** – operational activities are executed by the General Director, who is obliged to act in the best interests of the Company. Under Russian law, election of the General Director is a mandatory requirement for continuance of the Company.

Current structure (EN+ GROUP PLC)	Proposed structure (EN+ GROUP IPJSC)
<b>A. General Meetings</b>	
1) convened by the Board (own initiative or on requisition from Members holding at least 10% of the rights to vote at such meeting)	1) convened by the Board (own initiative or on request from Members holding at least 10% of the rights to vote at such meeting)
2) in the case of a General Meeting which is to be convened on requisition from Members, it shall be held by the Board within two months following the date of deposit of the requisition (or if the Board fails to convene the meeting, it shall be held by the Members requisitioning the meeting, within three months following the date of deposit of the requisition)	2) in case the General Meeting is convened on request from Members it shall be held within 50 or 85 days following the Members' request (depending on the agenda of a General Meeting)
3) quorum: 2 individuals who are either Members, duly authorised representatives of Members or proxies for Members (2 for adjourned meeting and, after 15 minutes, those Members present in person or by proxy and entitled to vote)	3) quorum: more than 50% of Members (for adjourned meeting – 30% of Members)
4) two voting thresholds: for ordinary resolutions, a simple majority of the votes cast by Members entitled to vote; for special resolutions, a two-thirds majority of the votes cast by Members entitled to vote (special resolutions are required for certain strategic matters, such as amendments to the Articles)	4) a two-thirds majority of votes is required for strategic matters (such as amendments to the Charter, reorganization, etc.) and a simple majority of votes on all other matters
<b>B. Board</b>	
<p>1) directors are primarily appointed by the Members in a General Meeting by way of an ordinary resolution. Directors may at any time appoint any person to be a director to fill a vacancy or as an additional director, but that appointment is only effective until the next annual General Meeting of the Company, at which the appointee is eligible for election by the Members</p> <p>Quantity: min. 2</p> <p>Quorum: 50% of all appointed directors (or their alternates, if any) entitled to vote</p>	<p>1) directors are appointed by the Members in a General Meeting on an annual basis by simple majority. In the case the number of members of the Board becomes less than 12 (twelve), the Board may elect and appoint new members of the Board at a vacant positions by a simple majority of votes but that appointment is only effective until the next annual General Meeting of the Company, at which the appointee is eligible for election by the Members</p> <p>Quantity: 12</p> <p>Quorum: 8 directors except for certain issues (such as appointment of the General Director / early termination of his/her powers) which</p>

<b>Current structure (EN+ GROUP PLC)</b>	<b>Proposed structure (EN+ GROUP IPJSC)</b>
	require quorum of 12 directors
2) directors may elect a director as chairman of the Board (by simple majority)	2) directors may elect the Board chairman (by simple majority)
3) all Board decisions are adopted by a simple majority of directors entitled to vote	3) most of the decisions are adopted by simple majority, certain issues (such as appointment of General Director and early termination of his/her powers) require unanimous voting
4) If votes are equal, the chairman may if he wishes and is eligible to do so exercise a casting vote	4) the chairman of the Board has a casting vote
N/a	5) If there is a deadlock at the Board level such deadlock shall be resolved by the General Meeting by way of special resolution (by 2/3 of votes)
<b>C. Chief Executive Officer</b>	<b>C. General Director</b>
1) appointed by the Board (by simple majority) for any number of years as directors think fit	1) appointed by 12 members of the Board under unanimous decision for 5 years unless another term is determined by a resolution of the Board
N/a	2) individual executive body, acting on behalf of the Company without a power of attorney
<b>D. Register of Members</b>	
Maintained by the secretary of the Company	Register is maintained by the special company – the registrar  On 1 November 2018 the Board approved a joint stock company “Interregional Registration Center” to become the registrar for maintenance of the share register of the Company upon its continuance to Russia
<b>E. Authority and decision-making powers of the General Meeting</b>	
The authority and decision-making powers of the General Meeting are expected to be substantially similar as to those provided in Jersey	
<b>F. Authority and decision-making powers of the Board</b>	
Board considers any of EN+ GROUP PLC companies’ transactions with third parties	Board considers only EN+ GROUP IPJSC (not EN+ GROUP IPJSC companies’) transactions

<b>Current structure (EN+ GROUP PLC)</b>	<b>Proposed structure (EN+ GROUP IPJSC)</b>
exceeding \$75 mln, approves major policies of EN+ GROUP PLC companies.	with third parties exceeding \$75 mln, approves general internal documents of EN+ GROUP IPJSC (not of EN+ GROUP IPJSC companies)

Please note that after the Migration all internal corporate procedures in the Company, including the procedure for convening a General Meeting and meetings of the Board, the procedure for sending materials and information to the Members and members of the Board, the procedure for participation of the Members in a General Meeting, the procedure for voting and counting of votes, the procedure for drawing-up the decisions which are made by a General Meeting and the Board, will be carried out in accordance with the provisions of the Charter, Russian law and the internal documents of the Company. At the same time, the Russian registrar will be responsible for maintaining the register of holders of the Company's shares, for registering the Members to participate in a General Meeting, as well as counting votes from a General Meeting and summing up the results of voting.

## 5 New taxation rules

- 5.1 Following the Migration and after registering with the Russian tax authorities, the Company will become subject to all applicable Russian taxes. This means that the Russian withholding tax would apply to the dividend proceeds which may be payable to the Members. The profits derived by the Company would also be taxed in Russia.
- 5.2 Companies which register in the SAR as part of the continuance out of a foreign jurisdiction (such as the Company following the Migration) may enjoy a number of tax benefits, subject to certain conditions. These include that the Company could obtain a special tax status of the international holding company (as this term is defined in the Russian Tax Code) and enjoy the following benefits:
  - (a) a profit participation exemption, such as tax on dividend income, 0% with the reduced qualified holding of 15% (instead of 50% holding required under general tax regime), which effectively means that dividends received from subsidiaries with more than 15% shareholding would be taxed at 0%;
  - (b) due to the listed status of the Company, a reduction to a 5% withholding tax on dividends paid to non-Russian Members (this benefit will be available until 2029), subject to certain conditions<sup>1</sup>. This withholding tax mechanism and required Members' information would depend on whether the shares/GDRs are kept directly in registrar or held by a foreign nominee;

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<sup>1</sup> Application of 5% reduced tax rate is possible if the following conditions are met: a) as of the date of payment the dividends, the Company has the status of an international holding company; b) the Company is publicly listed on defined stock exchange (MOEX or LSE will suffice); and c) the member has provided confirmation of its beneficial owner status. If the above stated conditions are not met, the tax rate of up to 15% may apply. According to the planned law amendments, that are expected to be implemented in tax law, foreign members, owning less than 5% shares may not provide written confirmation of their beneficial owner status. These planned amendments will also clear up the ambiguity concerning the application of 5% withholding tax with respect to non-Russian physical persons (under the current law it's not clear whether it's applicable or not) as well as the procedure for confirmation of non-Russian status. It is expected that the legislation will be clarified before the Company's continuance out of Jersey.

- (c) exemption from the Russian Controlled Foreign Companies (the “**CFC**”) rules, without which the Company would be taxed on retained earnings of non-Russian subsidiaries and associates of (this benefit will be available until 2029); and
- (d) 0% capital gains tax on capital gains realized by the Company on the sale of Russian or non-Russian shares, provided that the Company has been holding at least 15% interest participation for 1 year. This exemption is not applicable to the shares of Russian property-rich companies<sup>2</sup>;

The application of a reduced 5% tax rate by international holding companies (as this term is defined in the Russian Tax Code) is limited to the period until 2029 unless further extended, and is provided for all foreign Members irrespective of their tax residency. However after that date those Members, whose tax residency rules support providing reduced tax rates under the respective double tax treaty, may continue application of reduced 5 or 10% tax rate, subject to certain conditions.

Members will continue to be liable to pay tax on their dividend income in their respective jurisdictions according to local laws and regulations. Those Members, whose domestic tax regime provides opportunity for tax credit, may offset such withheld tax against their tax liability subject to certain conditions. The foreign Members should consult their local tax advisors to determine whether they would be eligible for such credit and on what conditions.

The withholding tax rate for dividends paid to Russian resident Members will be 13% in the event that the participation exemption mentioned in item (a) above is not applied.

## 6 Reasons for the Migration

6.1 The following are reasons for the Migration:

- (a) a simplified and more reliable tax structure of the holding, which will help mitigate future taxation risks in Russia in connection with stricter initiatives aimed at base erosion and profit shifting (BEPS);
- (b) the potential application of 0% tax rate towards Russian assets/investments and dividends instead of the current 5% tax, withheld in Russia from paying dividends from Russian subsidiaries;
- (c) more active engagement in the state programs and benefits for Russian-based energy/industrial companies;
- (d) advantage of centralised and more transparent corporate governance in the same jurisdiction with focus on improving the control of the General Director and the Board over assets and operational activities, which are mostly located and carried out in Russia;
- (e) de-offshorisation, which is generally supported by the Russian government;

## 7 Main risks of the Migration

The Migration may lead to a suspension or cancellation of the listing and trading of the Company's global depository receipts (“**GDRs**”).

### A. Risks related to the Company's GDRs

- 7.1 Should the Migration proceed, the Company may be required to implement certain procedural steps, including obtaining certain approvals from the UK Listing Authority (the “**UKLA**”) and/or London Stock Exchange plc (the “**LSE**”), in order to maintain the Company's listing of GDRs on the standard listing segment of the Official List (the “**Listing**”) and the

<sup>2</sup> The companies which assets are represented by real estate of more than 50%.

admission of the GDRs to trading on the Main Market of the LSE (the “**Admission**”). If the Company were unable to implement any necessary procedural steps or to obtain any necessary approvals in a timely manner, this could result in a suspension or cancellation of the Listing or Admission. In addition, the FCA is entitled to suspend the Listing at any time should it be of the view that such a suspension would be necessary to protect the smooth operation of the market in the GDRs or otherwise to protect investors, and to cancel the Listing in circumstances that preclude normal regular dealings in the GDRs. Furthermore, the GDRs are listed and admitted to trading on the Moscow Exchange. The Listing is a general condition of inclusion of GDRs into the list of securities eligible for trade on the Moscow Exchange. If the FCA cancels the Listing, the Moscow Exchange is required to delist GDRs.

*The GDR programme will need to be amended in accordance with its terms to reflect the Migration and may otherwise be suspended or cancelled by the Depositary<sup>3</sup>*

- 7.2 It is expected that the GDR programme documentation, which for the avoidance of doubt includes the Rule 144A and Regulation S deposit agreements dated 3 November 2017 between the Company and Citibank, N.A. (the “**Depositary**”) (the “**Deposit Agreements**”), the Terms and Conditions of the Global Depositary Receipts contained in the respective Deposit Agreements (the “**Terms and Conditions**”) and the Regulation S Master GDR Certificate and Rule 144A Master GDR Certificate, will need to be amended and/or restated in accordance with their terms in order to reflect the Migration. Such amendments are expected to include, amongst other things, the necessary amendments to reflect the change to the underlying security in which the GDRs represent an interest.
- 7.3 Whilst these amendments are expected to be largely technical in nature, the precise form and substance of such amendments remains to be determined and will be subject to, among other things, the agreement of the Depositary. The Depositary is likely to require the Company to comply with certain conditions precedent prior to the implementation of these amendments. Accordingly, there can be no assurance that the necessary amendments to the GDR programme will be agreed with the Depositary. If any final form amendments are agreed with the Depositary, there can be no assurance that such amendments will not be prejudicial to the holders and/or beneficial owners of GDRs, that the conditions precedent of the Depositary will ultimately be met, or that such amendments will be implemented without delay.
- 7.4 Should it not be possible to make the necessary and/or desirable amendments to the GDR programme to give effect to the Migration without delay, this could have a material adverse impact on the implementation of the Migration. In addition, the Depositary has the power to suspend the GDR programme for an indefinite period and/or to terminate the Deposit Agreements should the necessary amendments not be agreed prior to the Migration or otherwise. Any such occurrence could have a material adverse effect on the Group’s reputation and the trading volumes and value of the GDRs. In addition, if the Deposit Agreements were to be terminated there could be no guarantee that the Company would be able to locate a successor depositary on commercially similar terms or at all, or that the GDR programme would continue in operation.

*The trading market for the GDRs may be impacted by the Migration*

- 7.5 While the GDRs are currently traded on the LSE and are expected to remain traded on the LSE following the Migration (notwithstanding the risks mentioned above), there is no

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<sup>3</sup> **Note:** this wording is based on the current legal analysis – it may be possible to update this wording in due course (especially after discussions with the Depositary have commenced).

guarantee that the Migration will not have an adverse impact on the trading market for the GDRs. Whilst trading activity in the GDRs has been relatively low since the Office of Foreign Assets Control of the Department of the Treasury of the United States of America (the “OFAC”) designated the Company to its Specially Designated Nationals List (the “SDN List”), the Migration could result in lower trading activity and/or higher volatility in the trading price of the GDRs than might have occurred had the Company not undertaken the Migration. This in turn could have a material adverse effect on the liquidity and the market price of the GDRs or result in investors no being able to sell their GDRs at all. In addition, the FCA has the power to suspend, with effect from such time as it may determine, the listing of the GDRs if the smooth operation of the market is, or may be, temporarily jeopardised, which in turn would be expected to have a material adverse effect on the value of and trading in the GDRs.

*The Migration could result in adverse media speculation, claims and other public statements, which in turn could adversely affect the value of the GDRs.*

- 7.6 Following OFAC’s designation of the Company and its subsidiaries, United Company RUSAL Plc and JSC EuroSibEnergo, to its SDN List, the Company has been subject to a period of significant media and political attention. Adverse media speculation, claims and other public statements regarding the Migration may, amongst other things, adversely affect the reputation of the Company, distract the Company’s management from their day-to-day management responsibilities, disrupt the implementation of the Migration and/or ultimately adversely affect the value of and trading in the GDRs.

**B. Risks related to the potential necessity of re-consideration and re-adoption of Migration documents**

*Risk that amendments to the SAR legislation will not be approved/will only be partially approved by the Russian authorities*

- 7.7 The version of the Charter, which has been proposed as part of the Migration and which has been submitted to the Company’s Members for approval at this meeting, contains provisions which do not comply with current Russian Continuance Laws. Amendments to the SAR legislation have been developed, but they are yet to undergo the required considerations and approvals.
- 7.8 The main provisions that do not comply with current Russian Continuance Laws are:
- (a) the nominal value of the Company’s shares and charter capital is set in Dollars;
  - (b) certain mandatory rules of Russian corporate legislation have been made inapplicable to the Company. This has been done in order to provide the Company’s Members with the equivalent level of rights and corporate structure as those provided in Jersey; and
  - (c) the ability of the Company to calculate the amount of dividends to be declared or paid based on financial statements prepared pursuant to the International Financial Reporting Standards (the “IFRS”) or other internationally recognised rules other than IFRS. This has been done in order to calculate the amount of dividends in the same manner as provided for in Jersey.

The above provisions of the Charter may be held invalid unless amendments to the Russian Continuance Laws are approved by Russian authorities.

- 7.9 Should the amendments to Russian Continuance Laws be denied, it would result in losing simplifying procedures relating to beneficial shareholding for the purposes of reducing the current tax rate of 5% applicable on dividends for foreign investors holding less than 5% of shares. In case the current Russian Continuance Laws are not amended, non-Russian



minority Members would need to provide written confirmation of their beneficial owner status, otherwise a tax rate up to 15% would apply.

- 7.10 In case Russian Continuance Laws are not amended, a Russian depository making payments to a foreign depository may apply a standard tax rate of 10 to 15% instead of reduced 5% withholding tax on dividends, as a result the Members would need to reimburse the difference (between 15% accrued and 5% reduced rate) from Russian tax authorities individually.

*Risk that Russian authorities require amendments to the documents approved by the Members*

- 7.11 The draft Charter proposed for approval of the Company's Members at the meeting has not been preliminary confirmed with the Russian authorities. In addition, there is a risk that the Russian authorities, may hold back the continuation process by asserting that certain documents or parts of them contradict the Russian Continuance Laws / other laws or regulations.
- 7.12 Because the Continuance Regime is a new concept to Russian law, the Charter contains what the Russian authorities may consider to be unusual provisions and may therefore require amendments to be made to the Charter, or require additional documents to effect the Migration. In order to approve such changes an additional Members' meeting may be required.
- 7.13 Due to the fact that the Continuance Regime is a new concept to Russian law, this risk exists, but it is mitigated by the fact that the Company makes all reasonable endeavours to obtain prior consent from the authorities as to correctness of the documents proposed for submission.

*Any of the risks described in this subsection 7B may result in re-consideration and re-approval of relevant documents by respective corporate bodies of the Company, which may require convening of additional meetings of these bodies and resubmitting of documents required for continuance of the Company out of Jersey to the relevant Russian authority.*

### **C. Other risks of Migration**

*Risk that certain Jersey authorities may prevent the Company to leave Jersey*

- 7.14 There is a risk that the Jersey authorities may not approve the Migration if the requirements for continuance under Jersey law are not fully complied with. The Company will make all reasonable endeavours to comply with the applicable requirements in an effort to meet the necessary requirements for the Jersey authorities to approve the Migration.

*Risk of claims from the Company's creditors and Members*

- 7.15 The Members and creditors may object to the Migration and approach a court to stop the Migration. If any such claims are made then the Company will not be able to submit the application for continuance to the JFSC until the claim is resolved in the relevant court. Each objection by either a Member or creditor will be reviewed by the Jersey courts separately.

*Risk related to the foreign nominees*

- 7.16 There is a risk that foreign nominees will refuse to exercise the corporate rights of the Members (for example, due to non-recognition of the change of the governing law, a refusal to go through the identification procedure under Russian law, or for other reasons).

*Risk of refusal to recognize and enforce foreign court decisions and foreign arbitral awards*

- 7.17 The Russian Continuance Laws provide that from the date of state registration of the IC, any lawsuits and other claims, which could have been or were brought against the foreign legal entity before this date, may be brought against the IC.
- 7.18 However, there is a risk that the Russian court may refuse to recognize and enforce foreign arbitral awards if an international treaty or a federal law provides that consideration and settlement of a certain dispute fall within the exclusive competence of the Russian courts (non-arbitrability), specifically, a corporate dispute, or due to the fact that the execution of an arbitral award is contrary to the public policy of the Russian Federation or for other reasons. There is also a risk that the Russian court may refuse to recognize and enforce some foreign court decisions due to the absence of an international treaty which regulates the issues of recognition and enforcement, unless the principle of reciprocity (international comity) is applied.

*Risks associated with Russian currency control restrictions in relation to the transfer of IC's shares between Russian residents*

- 7.19 Shares of the IC can be recognised by Russian authorities as "external" securities since their nominal value is denominated in foreign currency (US Dollars). Under the Russian currency control restrictions transactions with "external" securities between Russian residents are prohibited. This risk is relevant only for the shareholders of the IC which can be recognised as Russian residents and whose shares will be directly recorded in the register.

*Risks associated with maintaining of IC status*

- 7.20 In case of non-compliance of the Company with the requirements provided for by the Russian Continuance Laws, as well as in the event of the Company's failure to fulfil the obligations stipulated by the Russian Continuance Laws, the management company has the right to cause termination of IC status.
- 7.21 From the day of termination of IC status, the Company has the rights and obligations in accordance with Federal Law "On Joint-Stock Companies", i.e., it becomes an ordinary Russian legal entity, which is subject to all the requirements of the Russian laws. The rights and obligations, which arose prior to termination of IC status, remain in full force and effect until their termination (Article 10 (11) of the Russian law on IC).
- 7.22 In this connection, there is a risk that after the termination of the IC status, the corporate rights of shareholders will correspond to the corporate rights of ordinary Russian legal entities, thus which it will be necessary to amend the Charter and to make conversion of shares. Also, because of the IC status termination, there may be possible losses of benefits as to currency control (non-resident status) and tax benefits, as well as some other problems, for example, the need to change the par value of the shares from a foreign currency to roubles, which may result in conversion of shares.
- 7.23 Losing IC status would also affect the application of tax benefits described in item 5.2, tax benefits would be lost and the company would be subject to the general tax regime.

*Unexpected further amendments may be made by the Russian lawmaker*

- 7.24 There is a risk that after the Migration, some unexpected further amendments may be made to the applicable Russian laws, which may affect some rights of the Members and the status of the Company.

*Risks relating to the loss of protections afforded by the Takeover Code*

- 7.25 As a company registered in Jersey with securities admitted to trading on the LSE, the Company is currently subject to the provisions of the Takeover Code. If the Company were

to successfully implement the Migration, the Takeover Code will no longer apply to the Company.

- 7.26 Certain of the protections afforded by the Takeover Code are described in the IPO prospectus of the Company dated 3 November 2017 and Members should note that, if the Migration is implemented, they will no longer receive these and the other protections afforded by the Takeover Code in the event of an offer to acquire their securities in the Company.

*Risk of temporary difficulties with operations in relation to the shares of the Company and the GDRs caused by the transfer of the Company's register to Russia*

- 7.27 Transfer of the Company's register from Jersey to Russia involves some specific procedures with the Company's shares, including withdrawal of Jersey Shares from the Jersey Register and making the first records in the Russian Register (as stated above) may cause temporary difficulties with operations in relation to the shares of the Company and the GDRs during this period.

*Benefits of the Migration may be not attained*

- 7.28 Due to the fact that the Continuance Regime is a new concept to Russian law, since the Migration is related to the decisions of different authorities of Jersey and Russia, and given all the risks described above, there is a risk that the Migration will not bring about the expected benefits as described in section 6 above.



**EN+ GROUP PLC**  
**(Incorporated under the laws of Jersey with registered number 91061)**  
**(the Company)**  
**Proxy form**

I/We<sup>1</sup> .....

of .....

being a member/members of the Company and the holder/holders of

..... (number and class of shares)<sup>2</sup>

appoint as my/our proxy <sup>3</sup>

.....

or in his/her absence <sup>4</sup>

.....

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<sup>1</sup> Full name(s) and address(es) (as appearing in the Company's register of members) to be typed or inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

<sup>2</sup> If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary, duplicates of which can be obtained from the Company.

<sup>3</sup> Insert name and address of the desired proxy in the spaces provided. If you wish to appoint the chairperson, write "The chairperson" without inserting an address.

<sup>4</sup> If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

at the general meeting of the Company to be held at The Peninsula Paris, 19 Avenue Kléber, Paris, France on 20 December 2018 at 10.00 a.m. (Paris time) and at any adjournment of that meeting.

If the chairperson is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies:

*"The chairperson intends to vote in favour of all of the resolutions proposed at the Company's 2018 general meeting."*

Please indicate with a tick mark in the spaces opposite each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion.

Resolution	For	Against	Abstain
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### Ordinary Resolutions

- |   |  |                          |                          |                          |
|---|--|--------------------------|--------------------------|--------------------------|
| 1 | That the Members hereby acknowledge as follows:  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|   | (a) Following imposition of the OFAC sanctions on 6 April 2018, the Company announced that its primary focus remained on the maintenance of its operations and the protection of the interests of all of its investors (including holders of global depository receipts (" <b>GDRs</b> ")) and partners.   |                          |                          |                          |
|   | (b) In pursue of the key priorities mentioned above, the board of directors of the Company (the " <b>Board</b> ") on 18 May 2018 unanimously endorsed a plan, initially announced on 27 April 2018, providing for both the reduction of Mr. Deripaska's shareholding below 50% and the appointment of certain new directors such that the Board will comprise a majority of new appointed independent directors (such plan which has come to be known as the " <b>Barker Plan</b> "). The Barker Plan has been further communicated to OFAC. |                          |                          |                          |
|   | (c) The implementation of the Barker Plan is in the best interests of the Company and of utmost significance as upon implementation it is expected that this will result in the lifting of the OFAC sanctions as these apply to the Company.   |                          |                          |                          |
| 2 | That Lord Barker, as the independent chairman of the Board, as part of the implementation of the Barker Plan, is entitled to select and nominate up to   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

seven individuals who are to be appointed by the Board in accordance with article 16.8 of the existing articles of association (the “**Articles**”) to serve as non-executive directors. Any actions previously taken by Lord Barker in this regard are hereby ratified and endorsed by the Members.

## Special Resolutions

- |   |   |   |   |   |
|---|---|---|---|---|
| 1 | That the application by the Company to the Jersey Financial Services Commission (the “ <b>JFSC</b> ”) pursuant to Article 127T of the Companies (Jersey) Law 1991 (the “ <b>Jersey Companies Law</b> ”) for continuance of the Company out of Jersey be and is hereby approved (the “ <b>Jersey Application</b> ”).   | □ | □ | □ |
| 2 | That the application by the Company to the Russian Federal Tax Service (through the Ministry of Economic Development of the Russian Federation) in the Russian Federation (“ <b>Russia</b> ” or the “ <b>Russian Federation</b> ”) for continuance as a company established under the laws of Russia be and is hereby approved (the “ <b>Russian Application</b> ”).  | □ | □ | □ |
| 3 | That the Company alters its memorandum of association (the “ <b>Memorandum</b> ”) and its Articles by adopting the charter of the Company (the “ <b>Charter</b> ”) as the Charter in place of the present Memorandum and Articles, with effect from the date of registration of the Company in the Unified State Register of Legal Entities of the Russian Federation. The Charter is approved in the form circulated, such form which has been signed by a director of the Company for identification purposes and circulated with this Notice as Schedule 1, subject to such amendments as may be considered necessary or desirable and is approved by the Board or any one director of the Company (as the case may be). | □ | □ | □ |

Included in the Charter are the following provisions:

- (d) the par value of the Company’s ordinary shares shall be denominated in United States Dollars (“**Dollars**”);
- (e) the Company's charter capital shall be divided into 571,428,572 ordinary shares

with a par value of 0.00007 Dollars each (although this is subject to change should the Company issue any further shares prior to the Charter being finalised and filed);

- (f) the aggregate amount of the Company's charter capital shall be 40,000 Dollars (although this is subject to change should the Company issue any further shares prior to the Charter being finalised and filed);
- (g) the governing law (*lex societatis*) of the Company will be Russian law; and
- (h) the Company's registered office will be located in Oktyabrsky Island of Kaliningrad in the Kaliningrad Region of Russia.

4 With effect from the date of registration of the Company in the the Unified State Register of Legal Entities of the Russian Federation, that the Company is authorised to change its name as follows: ☐ ☐ ☐

- (a) the full name of the Company in Russian to be: Международная компания публичное акционерное общество «ЭН+ ГРУП»;
- (b) the short name of the Company in Russian to be: МКПАО «ЭН+ ГРУП»;
- (c) the full name of the Company in English to be amended to: EN+ GROUP International public joint-stock company;
- (d) the short name of the Company in English to be amended to: EN+ GROUP IPJSC.

### Ordinary Resolutions

3 In order to proceed with the continuance of the Company, that: ☐ ☐ ☐

- (a) the Company is authorised to allot and issue 571,428,572 ordinary shares of 0.00007 Dollars each in the capital of the Company (or such amended number of shares should the Company issue any further shares prior to the Charter being

finalised and filed) (the “**Migration Shares**”);

- (b) the Migration Shares shall be issued to the existing Members pro rata to the their existing shareholding in the Company as part of the continuance process;
- (c) the full terms applicable to the Migration Shares shall be set out in a document titled “Decision on Issuance of Shares”, a copy of which has been circulated with this Notice as Schedule 2;
- (d) the Decision on Issuance of Shares is hereby approved;
- (e) the Board is hereby authorised to approve the prospectus in connection with the issue of the Migration Shares; and
- (f) the Board is hereby authorised to do all other such acts and things as might in its discretion be necessary or desirable for the purposes of giving effect to the issue of the Migration Shares, including approving the issue of such number of shares as may be required prior to the finalisation of the Charter and making such non-material amendments to the “Decision on Issuance of Shares” (including for the avoidance of doubt amending the number of shares) as may be required.

Dated \_\_\_\_\_

**If the member or member is an individual, sign immediately below:**

.....

Signature of member

.....

Signature of joint-member, if any

**If the member or member is a company or other body:**

**Executed by [Name of member] acting through [two] authorised signatories**



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**Signature of authorised signatory**

---

**Signature of authorised signatory**

---

**Print name**

---

**Print name**

---

**Title**

---

**Title**

## **PROXY INSTRUCTIONS**

### **What happens if you do not follow these instructions?**

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

### **Eligible members**

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy, or proxies, to vote on your behalf.
- 3 A proxy need not be a member of the Company.

### **If you complete a proxy form, can you still attend and vote at the meeting?**

- 4 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

### **Multiple proxies**

- 5 If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

### **Joint members**

- 6 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

### **How to appoint a proxy**

- 7 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 8 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.
- 9 Despite paragraphs 7 and 8, the Company will accept an electronic record of your proxy if:
  - (a) the original is in writing and signed in one of the ways referred to in those paragraphs; and
  - (b) the Company receives the electronic record at the following address: ENPlusTeam@intertrustgroup.com.

### **Delivery of proxy form to Company**

- 10 For an appointment of a proxy to be effective, the following documents must be received by the Company at any time before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:
  - (a) the proxy form;
  - (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles or constitution that evidences that it may be duly executed in that way; and

- (c) if the proxy form is signed by your attorney – the authority under which it was signed or a notarially certified copy of the authority.
- 11 Those documents may be delivered in either of the following ways:
- (a) in the case of hard-copy documents - they must be left at or sent by post to the Company's registered office: 44 Esplanade, St Helier, Jersey, JE4 9WG; or
  - (b) in the case of documents comprised in an electronic record - they must be sent to the following address: ENPlusTeam@intertrustgroup.com.