

Regulations for the counting commission of JSC Acron

Section 1. General provisions.

1. The counting commission (hereinafter – “the commission”) shall be created to provide for counting votes at a voting at general shareholders' meetings (hereinafter – “a meeting”, “a shareholders' meeting”) of JSC Acron (hereinafter “the Company”), as well as to exercise other functions stipulated by the legislation in force, the present Regulations and other local legal acts of the Company.
2. The quantity of members of the commission shall be approved by a shareholders' meeting. Members of the commission (“counters”, “members of the commission”) shall be elected (approved) by a shareholders' meeting.
The Chairman of the commission, deputies Chairman of the commission and the Secretary shall be elected upon recommendation of the Board of Directors at the first meeting of the counting commission elected (approved) by a shareholders' meeting.
The work of the commission shall be organized by the Chairman of the commission.
The Secretary of the counting commission, along with fulfillment of the counter's obligations, shall provide for the execution of the minutes on the voting results.
Responsibilities shall be divided between counters by the Chairman of the commission.
3. The commission shall:
 - check powers and register the meeting participants, issue executed voting ballots and other documents to them;
 - determine quorum on items on the agenda;
 - explain questions arising in connection with the realization of the meeting participants of the right to vote at a meeting;
 - explain the voting procedure on items put to vote;
 - provide for the determined voting procedure;
 - provide for shareholders' rights to participate in the voting;
 - execute minutes on the voting results;
 - submit to the Company's archive voting ballots and powers of attorney of shareholders' representatives.
4. The work of the commission may be inspected by observers.
5. During their work the Chairman and members of the commission may have consultations with consultants, who participate in holding the meeting.
6. The Chairman of the commission shall provide for study of the present Regulations by all its members. Members of the commission shall sign a document stating that the present Regulations have been brought to their notice.
7. The Chairman and members of the commission shall bear personal responsibility in accordance with the legislation in force for the due fulfillment of their obligations determined by the legislation in force, the present Regulations and other local legal acts of the Company.

Section II. Registration of participants of a shareholders' meeting.

1. Preliminary registration of participants of a shareholders' meeting shall not be carried out.
2. In the course of preparation for holding a registration the commission shall compile the following lists:

- registration list – contains names of shareholders included into the list of persons entitled to participate in a shareholders’ meeting, who did not issue powers of attorney for the right to vote, as well as representatives’ lists with the indication of the number of own votes and/or votes received by a power of attorney;
 - shareholders who passed their votes to another person (including a nominee holder), with the indication of the number of shares owned by each shareholder who passed his/her votes, as well as the name of the representative, to whom these votes were entrusted;
 - proxy holders (representatives) with the indication of the number of their own shares and the total number of votes entrusted to them;
 - the persons entitled to participate in a meeting without the right to vote or to enter the conference hall on the basis of resolutions of the Board of Directors or the Chairman of the Board of Directors.
3. The registration list should have graphs to make notes on the issue of ballots, invitations and materials for the meeting.
Forms of lists, as well as compilation of additional lists required to optimize the commission work, shall be determined by the Chairman of the commission.
 4. The registration list and other above-mentioned lists shall be used in the course of registration of the meeting participants and, if necessary, in the course of a shareholders’ meeting (to solve arising issues on legality of representation at a meeting of this or that participant etc.)
 5. Registration of the meeting participants shall be carried out for the purpose of registering shareholders, shareholders’ legal successors, shareholders’ representatives, invitees, wishing to take part in the meeting work, to determine powers of the meeting participants, issue voting ballots, invitations and materials for the meeting, determine the quorum, determine the number of votes of the meeting participants.
Registration of the persons entitled to participate in a shareholders’ meeting, not registered to participate in a shareholders’ meeting prior to its opening, shall not terminate before the termination of the discussion of the last item on the agenda of a meeting, at which there is a quorum.
 6. Registration of the meeting participants and invitees shall be carried out at the address of the venue of a shareholders’ meeting.
 7. Before the beginning of the registration of the meeting participants the Chairman of the commission shall issue against signature to members of the commission to carry out registration of the meeting participants parts of the registration list and executed ballots for the meeting participants, which are recorded in the corresponding part of the registration list. Registration of the issued ballots shall be carried out by the Chairman of the commission in a special register.
 8. Registration of the meeting participants shall be carried out in several items. The meeting participants shall be distributed between items in an alphabetical order.
 9. Registration shall be carried out by means of submitting by the persons, who wish to participate in the work of the meeting, the identification documents, the documents certifying powers of legal successors and representatives of the persons included into the list of persons entitled to participate in a shareholders’ meeting.
 10. A member of the commission carrying out registration of the meeting participants shall check documents provided to him/her by the persons reported for registration with documents (inter alia, with lists) available in the commission, check the right of the registered person to take part in the meeting work.
 11. If the person reported for registration has the right to participate in the work of a meeting, a member of the commission shall make the corresponding notes in the registration list.
 12. If a legal successor of the person included into the list of persons entitled to participate in a shareholders’ meeting, to whom the rights to shares transferred in the order of

succession, or his/her representative acting on the basis of a power of attorney for voting or the order addressed the counting commission for registration, the commission shall check the documents certifying powers of a legal successor (their notarized copies). The documents certifying powers of a legal successor shall remain in the commission, and voting ballots shall be issued to the legal successor or his/her representative.

13. If a transferee of shares submitted after the date of compilation of the list of persons entitled to participate in a meeting, to whom a power of attorney for voting was issued by the person included into list of persons entitled to participate in a meeting addressed the counting commission, the transferee of such shares is to be registered to take part in a meeting and voting ballots will be issued to him/her.
14. The commission shall accept powers of attorney from shareholders on the transfer of the right to vote on all or some shares belonging to them before the end of the registration of the meeting participants.
15. At registration powers of attorney confirming powers of shareholders' representatives (inter alia nominee holders) shall be presented by shareholders' representatives to members of the commission carrying out registration. A member of the commission shall be obliged to present a power of attorney to an employee of the Company's legal department to check its legitimacy.
16. Powers of attorney to present shareholders' interests only at a shareholders' meeting shall not be returned to representatives. If a general power of attorney is issued to a representative of a shareholder(s) (a power of attorney to perform several acts on behalf of an attorney), a member of the commission carrying out registration shall make a copy of the said power of attorney and certify it with his/her signature, and return the original of the power of attorney to a representative of (a) shareholder(s). Representatives of shareholders, whose valid powers of attorney (copies of powers of attorney) are kept in the Company, shall carry out a registration procedure without a repeated presentation of copies of these powers of attorney.
17. If a representative of (a) shareholder(s) demands several ballots to be issued for the votes entrusted to him/her, the commission shall issue to a representative of (a) shareholder(s) such ballots on the basis of his/her written application. Such application should contain indication of the number of ballots, the number of votes in each ballot and surnames of the principals, on behalf of whom a representative of (a) shareholder(s) received the above-mentioned ballots. The commission shall issue new ballots according to the application of (a) shareholder(s), thereat the total number of votes in the ballots cannot exceed the number of votes belonging to shareholders-principals.

In the above-mentioned case:

a representative of (a) shareholder(s) shall be included into the registration list as many times as how many sets of voting ballots will be issued to him/her, thereat the registration list shall state the above-mentioned data, and a representative of (a) shareholder(s) is assigned the corresponding number of registration numbers;

a corresponding registration number assigned to a shareholder's representative shall be indicated in the issued voting ballots.

18. Duly filled-out voting ballots shall be issued to each registered participant of the meeting for the total number of votes, the rights to which he/she possesses (or executed according to cl. 17 of the present Section), as well as an invitation and materials for the meeting. If necessary, the commission shall fill out voting ballots during the registration as per the procedure determined by the present Regulations and other local legal acts of the Company.
19. If the commission received applications on revocation from representatives of all or some votes entrusted to them, voting ballots, taking into account the revocation of certain votes, shall be issued to such representatives upon the instruction of the Chairman of the commission.

20. Shareholders who delegated their votes to representatives (a representative) shall be entitled to submit an application, stating a wish to participate personally in the meeting work and participate in the voting on the items put to vote, in case the notification on a substitution (revocation) of a representative was received by the Company before registration of a representative, whose powers shall terminate.
When executing such application a special note shall be made in the registration lists.
21. In case of arrival of a representative to participate in the meeting work, to whom a shareholder wishing to take part personally in a shareholders' meeting work and in the voting on the items put to vote, this representative shall be admitted to the meeting work on the basis of an application of a shareholder-principal without the right to vote, or the number of votes of a representative shall be reduced to a number of votes, a power of attorney for voting with which was revoked.
22. In case the notification of substitution (revocation) of a representative is received by the Company before registration of a representative, whose powers terminate, a new representative, acting on the basis of a power of attorney for voting, is to be registered to participate in a shareholders' meeting, and voting ballots should be issued to him/her.
23. To participate in a meeting invitations shall be issued to members of the Board of Directors and the Board of Administration of the Company, consultants and observers of the meeting, as well as to other invitees (inter alia to the persons providing for holding a shareholders' meeting) on the basis of a resolution of the Board of Directors or the Chairman of the Board of Directors. An excerpt from the Minutes of a meeting of the Board of Directors (order or instruction of the Chairman of the Board of Directors) with the indication of the persons invited to participate in a meeting, shall be passed to the Chairman of the commission to prepare and issue invitations to these persons.
24. Upon request of invitees who are not shareholders or representatives of the Company's shareholders only materials for the meeting shall be issued to them.
A registration division of the invitees is situated separately.
25. Access to the conference hall shall be carried out on the basis of invitations.
Invitations shall be valid when there are identification documents.
26. A member of the commission, directly carrying out registration of the meeting participants, upon termination of his/her work shall sum up the number of registered participants of the meeting and the number of votes belonging to them, the number of issues and remaining sets of voting ballots, record the voting results in a lower part of the last sheet of paper of a part of the registration list issued to him/her and put his/her signature in the right low corner of each page of a part of the registration list issued to him/her. The signature proves the authenticity of the information, which was included into the lists when registering the meeting participants.
27. Upon the end of registration parts of lists issued to members of the commission and sets of voting ballots unclaimed by the meeting participants shall be rendered to the Chairman of the commission, on which records are made in a special register.
In the left low corner of each page of the registration list the Chairman of the commission shall put his/her signature in confirmation of the correctness of the information contained in a filled-out part of the information list.
28. Each member of the commission as of the beginning of the meeting, after discussing the item on the agenda on the procedure of holding a meeting, after discussing items on the agenda, the voting on which shall be effected by various voting members, and at the moment of the end of registration shall inform the Chairman of the commission of the number of registered participants of the meeting and the number of votes presented at the meeting in the form determined by the Chairman of the commission.

The Chairman of the commission, after random check, shall:

- sum up the data received from members of the commission on the number of registered participants of the meeting and the number of votes presented at the meeting;
 - determine quorum and execute three copies of the minutes on the quorum presence on items on the agenda of a shareholders' meeting;
 - inform a shareholders' meeting of the quorum presence.
29. One copy of the minutes on the quorum presence the Chairman of the commission shall submit to the Chairing person at the meeting, another – to the secretary of a shareholders' meeting, the third copy shall be used in the work of the commission when counting votes.
30. Upon the end of registration the Chairman of the commission (or one of his/her Deputies upon the instruction of the Chairman) shall put in envelopes ballots not filled out and/or unclaimed by the meeting participants, seal them and place them into a special safe executing a certificate, which states the number of unclaimed and not filled-out ballots.

Section III. Counting of votes.

1. The persons registered to participate in a shareholders' meeting shall be entitled to vote on all items on the agenda since opening the meeting and till the beginning of counting votes on items on the agenda of a shareholders' meeting, except the issue on the procedure of holding a shareholders' meeting.
2. After declaring by the Chairing person at a meeting of a clear formulation of the item put to vote, as well as the number of the ballot, with which the voting on this item will be effected, specially designated counters will start collecting voting ballots.
3. Counters shall collect ballots, using enumerated, sealed ballot boxes as per the procedure determined by the Chairman of the commission.
4. Ballot boxes shall be sealed before the beginning of each voting by the Chairman of the commission or one of the commission members upon his/her instruction. Sealing shall be effected by means of setting a seal to a special niche filled with plasticine, on the bottom of which a thread is stretched. Ends of the thread should run through a special eyelet of the lid of the ballot box and should not allow opening the ballot box lid without violating the integrity of the seal.
5. When voting (after the meeting participant has crossed out the voting options, which do not correspond to his/her opinion) a ballot should be cast into a ballot box.
6. Counters shall be obliged to explain to the participants of a shareholders' meeting the voting procedure and observe the course of voting, not allowing the transfer of ballots by one participant to another, the violation of the seal integrity on a ballot box, as well as other violations of the approved voting procedure.
7. During the collection of ballots the Chairman of the commission or one of his/her deputies, as a rule, shall be in a conference hall and observe the correctness of the counters' work, observance of the approved voting procedure.
8. After the end of ballots collection and declaration by the Chairing person at the meeting of the beginning of the discussion of the next item on the agenda counters shall bring away collected ballots in sealed ballot boxes to a special room allocated for the commission work.
9. Only members of the commission, observers, security officers, as well as consultants of the meeting shall have the right to enter the room allocated for the commission work.
10. The Chairman of the commission or one of the commission members upon his/her instruction shall check the integrity of the seal on ballot boxes, by means of which the sealing was effected, open ballot boxes, take out voting ballots and pass them to counters.
11. After taking out ballots ballot boxes shall be sealed again by the Chairman of the commission or one of the commission members upon his/her instruction, and then shall be returned to counters.

12. The seals, using which ballot boxes and envelopes for keeping used ballots are sealed, shall be issued by the Assistant General Director as per the established order to the Chairman of the commission within three days prior to the meeting. Upon the end of the meeting work the Chairman of the commission shall return seals to the Assistant General Director.
13. Counters shall sort the ballots taken out from each ballot box, by the number of ballots and voting options (“aye”, “nay”, “abstain”) and then shall enter the shareholders’ voting results on each ballot box separately into the computer, using software or manually.
14. The results of the ballots counting from each ballot box shall be executed in interim minutes in two copies. The forms of all minutes shall be determined by the order of the Chairman of the Board of Directors or his/her deputy. The forms of minutes may be changed by the Chairman of the commission if necessary in order to optimize the work of the commission.
15. After all ballots have been counted from each ballot box and interim minutes have been executed, counters shall put into a separate envelope voting ballots and one copy of the interim minutes. The number of the ballot box, from which the ballots have been taken out, and signatures of the counters who counted the ballots shall be indicated on an envelope.
Then these envelopes in an unsealed form shall be submitted to the Chairman of the commission or to specially appointed counters. The second copy of the interim minutes shall be submitted to the Secretary of the commission.
16. Each interim minutes are assigned an individual successive ordinal number. If after execution of interim minutes with a successive ordinal number the persons registered after discussing this item on the agenda or who did not vote till that moment take part in the voting, counters shall enter the voting results of the meeting participants who voted again into the computer, execute interim minutes, which shall be assigned the same ordinal number as the initial minutes, adding to it letters of the Russian alphabet, for example 2A, 2Б.
17. Results of counting votes on the item regarding the procedure of holding a meeting shall be announced by the Chairman of the counting commission (or another member of the commission upon his/her instruction) after termination of counting votes on this item. If after announcing the voting results on the item regarding the procedure of holding a meeting, counters find in the ballot boxes voting ballots on the item regarding the procedure of holding a meeting, these ballots shall be deemed by counters invalid and the number of invalid ballots shall be added to the minutes on the voting results at a shareholders’ meeting on the item regarding the procedure of holding a meeting.
18. After the end of discussion of the last item on the agenda of a shareholders’ meeting (the last item on the agenda, on which there is a quorum), the Chairing person at a meeting shall provide time for voting to the persons who did not vote till that moment. Then counters shall work in accordance with cl. 8-15 of the Regulations, taking into account votes of shareholders who voted after the end of discussion of the last item on the agenda of a shareholders’ meeting.
19. After the end of voting on all items on the agenda of a shareholders’ meeting especially appointed counters under the control of the Chairman of the commission after random arithmetical check and summing up the voting results contained in interim minutes shall fill out two copies of the minutes on the voting results at a shareholders’ meeting.
20. If after announcement to the meeting of the voting results arithmetical errors are found, results of counting votes shall be executed in Minutes on the voting results, which are assigned the same ordinal number as the initial minutes, adding to the number a letter of the Russian alphabet, for example No.1-A.

21. The Chairman of the counting commission (or other member of the commission upon his/her instruction) shall report to a meeting the voting results regarding the procedure of holding a meeting and preliminary and/or final voting results on all items on the agenda.
22. The Minutes on the voting results shall be signed by members of the counting commission.
23. The technical procedure of counting votes determined by the present Regulations, if necessary, may be changed by the Chairman of the commission.
24. After the end of checking the counting of votes and execution of the Minutes on the voting results at a shareholders' meeting specially appointed by the Chairman of the commission counters shall seal up envelopes with the ballots taken out from each ballot box separately, pack sealed-up envelopes with ballots, which were used by the meeting participants when voting on each item, as well as the second copy of the minutes on the voting results into (a) separate big envelope(s) and put numbers of the voting ballots on it. (An) envelope(s) shall be signed by the Chairman and the Secretary of the counting commission, then the Chairman of the commission shall seal the envelope(s) with his/her seal.
25. Upon the end of the meeting the Chairman of the commission shall archive envelopes with the voting ballots on the items put to vote, the voting results on which are determined, executing a certificate of an optional form. A certificate shall be executed in two copies, one of which shall be archived and the second one shall be submitted to the Secretary of the Board of Directors.
26. The Chairman of the commission shall bind the first copies of interim minutes and the Minutes on the voting results into a separate file and upon the end of the meeting shall lodge with the Secretary of the Board of Directors.