

REGULATIONS
of the procedure for convening and holding General
Meetings of shareholders
of open joint-stock company
"RusHydro"

1. General provisions

1.1. These Regulations of the procedure for convening and holding of the General Meeting of shareholders of Open joint-stock company "RusHydro" (hereinafter referred to as the "Regulations") is designed in accordance with the Civil Code of the Russian Federation, the Federal Law "On joint-stock companies", Ordinance issued by the Federal Commission on Securities of the Russian Federation dated 31.05.2002 No. 17/ps "On approval of the Guidelines for additional requirements to the procedure of preparation for, convening and holding general meetings of shareholders", other regulations of the Russian Federation and the Charter of open joint-stock company "RusHydro" (hereinafter referred to as the "Company") and establishes the procedure for convening and holding the General Meetings of the Company shareholders (hereinafter referred to as the "General meeting of shareholders").

1.2. The General Meeting of the shareholders is a supreme managing authority of the Company.

The competence of the General Meeting of shareholders is established by the Federal Law "On joint-stock companies" and by the Company Charter.

The General Meeting of the shareholders is not authorized to consider and pass resolutions on the issues that are not referred to its competence by the Federal Law "On joint-stock companies".

1.3. In its activities the General Meeting of shareholders shall be governed by the legislation of the Russian Federation, by the Company Charter and these Regulations.

2. Bodies of the Company General Meeting

2.1. Bodies of the General Meeting of shareholders are:

- a) Presidium;
- b) a Chairperson of the General Meeting of shareholders;
- c) Counting commission;
- d) The Secretary (Secretariat) of the General Meeting of shareholders.

2.2. The Presidium of General Meeting of shareholders shall be formed at the General Meetings of the shareholders that shall be held in the form of a meeting.

The Presidium of the meeting is made up of the Chairman of the Company Managing Board and the members of the Company Board of Directors.

The Presidium shall generally manage the meetings on a collegiate basis, coordinate activities of other bodies of the meeting, analyze the issues and applications submitted for consideration to the meeting, generalize and classify such issues and applications, form a collective opinion of the Presidium on a particular issue, decide on whether or not the minutes of the meeting should be supplemented by the materials (texts of speeches, messages, information, etc.) furnished by the participants of the meeting to the Presidium.

2.3. Functions of the Chairperson at the General Meetings of shareholders shall be performed by the Chairman of the Board of Directors or in the event of his absence such functions shall be performed by the Vice-president of the Board of Directors or by any one of the Members of the Board of Directors.

The Chairperson of the General Meeting of shareholders shall open and close the meeting, announce the agenda of General Meetings and the sequence of speeches and reports to be delivered on the meetings agenda, close the discussion of the agenda and announce about counting of votes be started, provides for compliance with the procedure established by these Regulations for convening the General Meetings and shall sign the minutes of the General meeting of shareholders.

2.4. Functions of the Counting Commission of the General meetings shall be performed by a professional participant of the securities market who shall be the holder of the Company shareholders register (Registrar of the Company).

2.5. The Counting commission (the Company Registrar) shall perform the following functions:

- a) verifies the powers and registers the persons participating in General Meetings of shareholders (shareholders, their representatives);
- b) establishes the existence of quorum of General Meetings of shareholders;
- c) explains the questions arising in connection with the right to vote exercised by the Company shareholders (their representatives) at the General Meetings of shareholders;
- d) explains the voting procedure for the issues put to vote;
- e) ensures the established voting procedure and the exercise of the rights of the Company shareholders to participate in voting;
- f) counts the votes and summarizes (announces) the voting results;
- g) drafts the minutes of the voting results;
- h) delivers the voting ballots to the archive;
- i) performs other functions provided for by the legislation of the Russian Federation and by the Company Charter, and by the agreement entered into by the Company with the Registrar.

2.6. The Secretary (Secretariat) of the General Meeting of shareholders shall be elected by the Board of Directors for the purposes of deciding on the issues related to preparation for and holding the General Meetings of shareholders.

The Secretariat includes Members of the Company Managing Board, the Secretary of the General Meeting of shareholders and responsible executives of the Company.

2.7. The Secretary (Secretariat) of the General Meeting of shareholders performs the following functions:

- a) drafts the rules of procedures (scenario) of the General Meeting of shareholders;
- b) receives applications from the persons participating in the General Meeting of shareholders for the right be granted to them to participate in debate concerning the meeting agenda, and also to receive the questions;
- c) furnishes to the Chairman of the General Meeting of Shareholders the applications and questions received from the shareholders;
- d) maintains the minutes of the procedures at the General Meetings of shareholders (key provisions of the speeches and reports)
- e) organizes interaction with the shareholders, members of the Presidium, and the Counting Commission;
- f) prepares and executes the minutes of the General Meetings of shareholders;
- g) other functions as provided for in these Regulations and the Company Charter.

2.8. The General Meeting of the shareholders may be attended by the members of the Controlling Committee, by a representative of the Company Auditor, by persons included into the lists of nominees proposed for the positions in the Company management and controlling bodies.

3. Convening and preparation for General Meeting of shareholders

3.1. A General Meeting of shareholders may be convened by the Board of Directors at its own initiative, by request of the Controlling Committee, Company Auditor, and also shareholders (shareholder) of the Company, holding at least 10 (ten) percent of the voting shares in the Company capital as of the date of such request made.

3.2. For the purpose of preparation for realization of General meeting of shareholders the Board of directors makes following decisions:

- a) on convening and on the form of the General Meeting of shareholders to be convened;
- b) On determination of date, place and time of holding a General Meeting of shareholders, the opening date for registration of the persons participating in a General Meeting of shareholders, and the mailing address for delivery of completed voting ballots (in the instance, if a General Meeting of shareholders is convened in the form of a meeting), or
 - on the determination of a closing date for accepting the filled in voting ballots and the mailing address for deliver of the filled in voting ballots (in the instance if the General Meeting of shareholders is held in the form of a poll);
- c) on the approval of the agenda of General Meeting of shareholders;
- d) on the determination of the date for making a list of persons entitled to participate in the General meeting of shareholders;
- e) on determination of the list of information (materials) to be furnished to the shareholders for preparation for a General Meeting of the shareholders, and the procedure for such information to be examined by the shareholders;
- f) on the approval of the form and the text of the voting ballots to be used at a General Meeting of shareholders;
- g) On the determination of the date for delivery of the voting ballots to the persons who are entitled to participate in a General Meeting of shareholders;
- h) On the approval of the manner for sending notices to the Company shareholders about convening of a General Meetings of shareholders, on the approval of the form and text of the said notice;
- i) On the formation of the working bodies of the General Meeting of shareholders (election of the Secretary (Secretariat) of the General Meeting of shareholders);
- j) Other resolutions related to the preparation and holding of the General Meeting of shareholders.

3.3. The Chairman of the Managing Board shall arrange for fulfillment of the resolutions passed by the Board of Directors in connection with the convocation, preparation and holding of the General Meeting of shareholders, and inter alia:

- shall arrange for the agreement be timely concluded with the Company Registrar for provision of services related to preparation for and holding of General Meetings of shareholders;

- shall arrange for the request be timely sent to the Company Registrar for preparation of the list of the persons entitled to participate in the General Meeting of shareholders as of the date fixed by the Board of Directors;
- shall arrange for the voting ballots be fabricated as per the form and the text approved by the Board of Directors;
- shall provide for the voting ballots be sent to the shareholders and for receipt of the completed voting ballots;
- shall arrange for delivery of the notice to the shareholders about convocation of the General Meeting of shareholders in the manner and by the deadlines fixed by the resolution of the Company Board of Directors and in the Company Charter;
- shall arrange for preparation of materials (information) on the issues concerning the agenda of the General Meeting of shareholders and shall furnish access to the said information (materials) in accordance with the deadlines and in the manner approved by the resolutions of the Company Board of Directors;
- shall arrange for preparation of the hall for holding General Meetings of shareholders;
- shall perform other acts related to the resolutions of the Board of Directors to be put into effect.

4. Information to be sent to the shareholders about the General Meeting to be convened

4.1. The notice of a General Meeting of shareholders shall be sent to the shareholders by at least 30 (thirty) days prior to the date of such General Meeting, and in the instance, where the proposed agenda of an Extraordinary General Meeting of Shareholders contains the issue of election of the members of the Board of Directors, the said notice shall be made at least 70 (Seventy) days prior to the date of holding the General Meeting of shareholders, in the following manner:

- it shall be published by the Company in "Izvestia" newspaper;
- it shall be posted on the Company website: www.rushydro.ru.

4.2. The Information (materials) related to the agenda of the General Meeting of shareholders within 30 (Thirty) days prior to the date of the General Meeting of shareholders shall be furnished for examination to the persons entitled to participate in the General Meeting of shareholders, at such places, which addresses shall designated in the notice of the General Meeting of shareholders, and shall be also posted on the Company website in Internet.

The information (materials) on the issues of the Meeting agenda should be made available during the General Meeting held to the persons participating in the General Meeting.

4.3. Information (materials) that shall be furnished to the persons entitled to participate in the General Meeting of shareholders, include the following documents:

- The company annual report;
- Annual accounting statements, including the audit opinion, opinion of the Controlling Committee prepared on the basis of the audit of the annual accounting statements;
- details of the nominees to the Board of Directors and the Controlling Committee of the Company;
- details of the nominee to the position of the Auditor;
- a draft version of proposed changes and additions to the Company Charter (the draft of the Company Charter in a new wording);
- draft versions of the Company local documents;
- draft versions of the Resolutions of the General Meeting;
- other information (materials) as may be provided for in the Company Charter and in the resolutions of the Company Board of Directors.

5. Propositions on the issues be included into the agenda of the annual General Meeting of shareholders and on the nominees to the Company bodies for election at the General Meeting of Shareholders

5.1. Shareholders (shareholder) holding in aggregate at least 2% (Two percent) of the Company voting shares shall be entitled to include issues into the agenda of the annual General Meeting of shareholders and to propose nominees to be elected to the Company Board of Directors and to the Controlling Committee, and the number of such nominees shall not exceed the number of the members of the appropriate body.

Such propositions shall be delivered to the Company no later than within 90 days of the financial year end.

5.2. The number of the voting shares held by a shareholder, who signed the proposition for including the issues into the agenda of the annual General Meeting of shareholders and the proposition for the nominees to be elected to the Company bodies, shall be determined on the date of the appropriate proposition made to the Company.

The date of the proposition made is understood to be the date of such proposition received by the Company.

If after the aforesaid date the block of the shareholder's voting shares decreases and makes less than 2% (Two percent) of the Company voting shares, the proposition shall be recognized valid, and the Board of Directors is bound to consider it. The Board of Directors is not entitled to refuse to consider the proposition exclusively on the said basis.

5.3. Propositions from the shareholders (shareholder) for nominees to the Company bodies and on the issues to be included into the agenda of the Company annual General Meeting of shareholders shall be made in writing. Oral propositions shall not be accepted and may not be considered.

A proposition should be signed by the shareholders (shareholder), who made the appropriate proposition. If it is stated in a proposition that it is made by several shareholders, but such proposition is signed solely by a part of them, such proposition shall be recognized to be made by those shareholders (shareholder) who signed it. The Company Board of Directors is bound to consider such proposition and may not reject it owing to several signatures of shareholders missing on such proposition.

If a proposition is signed by representative of the shareholder, such proposition shall be enclosed by a power of attorney authorizing the holder to perform the appropriate acts or by other documents certifying the right of the representative to act on behalf of the shareholder.

The power of attorney should be drafted in accordance with requirements of cl. 4, cl. 5 of article 185 of the RF Civil Code or shall be notarized.

5.4. The proposition for issues be included into the agenda of the Company annual General Meeting and a proposition for nominees to the Company bodies should contain details of the quantity and category (type) of the shares held by each shareholder, who signed such proposition.

In the instance, where the proposition is signed by a shareholder (its representative), the rights to whose shares are recorded into the depot account in the depository, such proposition should be enclosed with a statement from such shareholder's deposit account opened with a depository, which maintains the record of rights to the said shares.

If the proposition contains inaccurate information about quantity, category (type) of the shares held by the shareholder, who signed the proposition, and the Board of Directors has discovered that the shareholders, who have signed the proposition, as of the date of such proposition made, hold in aggregate at least 2% (Two percent) of the Company voting shares, the proposition of such shareholder shall be satisfied.

5.5. The Company shareholder (shareholders) is/are not entitled to propose issues be included into the agenda of the Company General Meeting as provided for in subcl.2, 5, 7, 8, 11-19 in cl. 10.2 of Article 10 in the Company Charter. The said issues may be included into the agenda of a General Meeting of shareholders solely by proposition of the Company Board of Directors.

5.6. The Company Board of Directors is not entitled to change the wording of the issues proposed by the shareholders for the agenda of the annual General Meeting of shareholders, and neither it is entitled to change the wording of the resolutions passed on such issues.

5.7. A proposition for a nominee to be elected to the Company body shall specify the name of the body, to which the nominee is proposed to be elected, and the details of such nominees as provided for in the Company Charter.

The said proposition should be enclosed with the written consent of the nominee to be elected to the appropriate position in the Company body.

5.8. The Company shall forward to each nominee, who is included into the list of nominees for the election to the Company body, the letter, in which the Company informs the nominee about the Company body to which such nominee is proposed to be elected, about the person, who proposed the nominee, and about the quantity of the Company voting shares held by the shareholders, who proposed the given nominee. Such letter shall contain the request to acknowledge in writing the accuracy of the nominee details, which must be furnished in accordance with the Company Charter.

5.9. A nominee, who has been proposed to be elected to the Company body, may any time revoke his/her consent to be elected by a written notice to the Company. In the event if the Company has received a written notice from the nominee about his refusal to be elected to the Company body before the text and the form of the voting ballot is approved by the Board of Directors, the Board of Directors is entitled to not to include such earlier enlisted nominee into the voting ballot.

In the event if the Company has received a written notice from the nominee about his refusal to be elected to the Company Body after approval of the text and the form of the voting ballot by the Board of Directors, no changes shall be entered into the voting ballot. The Chairperson of the General Meeting of shareholders shall announce in the course of his/her speech on the appropriate issue of the agenda about such nominee refusal to be elected.

6. General Meeting held in the form of a meeting

General Meeting of Shareholders held in the form of a meeting means direct participation of the Company shareholders in the General Meeting of shareholders for discussion of issues of the agenda and for deciding on the resolutions put to vote.

6.1. Registration of the persons, who are entitled to participate in a General Meeting of shareholders.

6.1.1. Registration of the persons entitled to participate in a General meeting of shareholders shall be performed by the Counting Commission at the place of holding the General Meeting of shareholders as specified in the notice of such meeting.

Registration of persons entitled to participate in a General Meeting of shareholders shall be open at the time specified in the notice of such meeting.

The list of the persons entitled to participate in a General Meeting of shareholders shall be prepared on the basis of data in the Company register of shareholders as of the date fixed by the Board of Directors for deciding on the issues related to the General Meeting of shareholders, in accordance with article 51 of the Federal Law "On joint-stock companies".

6.1.2. The persons, who are entitled to participate in the General Meeting of shareholders, are subject to registration for participation in a General Meeting of shareholders, which is held in the form of a meeting.

Those persons, whose voting ballots are received not later than two days prior to the date of the General Meeting of shareholders, shall not be subject to registration for participation in the General Meeting. The said persons are entitled to attend at the General meeting of shareholders and to participate in discussion of issues of the agenda of the General Meeting of shareholders.

6.1.3. For the purpose of registration the shareholder (his/her/its representative, assignee), who arrived to participate in the General Meeting of shareholders, shall present a passport or other ID document.

Assignees, and also representatives of the persons included into the list of persons entitled to participate in the General Meeting of the shareholders, for the purpose of registration for participation in the General Meetings of shareholders shall also present to the Counting Commission the documents acknowledging their powers.

The list of the documents certifying the powers of the representatives and assignees of the persons, who are included into the list of the persons entitled to participate in a General Meeting of shareholders, shall be drafted in accordance with the currently applicable laws and regulations.

In case of a failure to present the said documents, the assignee and the representative of the shareholder, shall not be entitled to participate in the General Meeting of shareholders.

6.1.4. Registration of the persons entitled to participate in the General Meeting of shareholders shall be performed under condition that the persons, who appeared to participate in the General Meeting of shareholders, have been identified by comparing the details in the list of the persons entitled to participate in the General Meeting of shareholders with the details of the documents presented by the said persons.

6.1.5. A voting ballot should be delivered by registered mail or delivered personally against signature to each person specified in the list of persons entitled to participate in the General Meeting of shareholders, not later than 20 days prior to the date of the General Meeting of shareholders.

By request of the persons registered for participation in the General Meeting of shareholders, whose voting ballots have not been received by the Company or have been received later than 2 (Two) days before the date of the meeting, they shall be issued with the voting ballots with a mark, acknowledging that they have been re-issued.

6.1.6. Registration of the persons entitled to participate in the General Meeting of shareholders shall close at the time when the Chairperson at the General Meeting of shareholders announces about the close of debate on the last issue of the agenda of the General Meeting of shareholders at which the quorum is reached.

6.2. Opening of the General Meeting of shareholders.

6.2.1. A member of the Counting Commission, at the time indicated in the notice of the General Meeting as the time of the commencement of the General Meeting of shareholders, shall announce about the quorum reached on the agenda of the General Meeting of shareholders.

6.2.2. The General Meeting of shareholders is competent (has a required quorum) if participated by the shareholders holding in aggregate more than a half of the votes represented by the placed voting shares of the Company.

In case if the agenda of the General Meeting of shareholders includes issues, which should be voted by different voters, the quorum for passing resolutions on such issues shall be calculated separately.

Therewith the lack of quorum for passing resolutions on the issues that require particular voters shall not interfere with passing resolutions on the issues, which require different voters, for which the quorum is reached.

6.2.3. In case, where the quorum is reached at least for one of the issues included into the agenda of the General Meeting of shareholders, the Chairperson of the General Meeting of shareholders shall announce that the General Meeting of shareholders is opened.

In the event if by the moment of the opening of a General Meeting of shareholders a quorum is reached solely for some particular issues of the agenda, upon the close of debate on the last issue a member of the Counting Commission shall announce that quorum is reached or not reached on the particular issues of the agenda.

6.2.4. A General Meeting by the time of which opening the quorum was reached solely on some particular issues of the agenda, may not be closed, if by the moment when the registration was closed such persons were registered at such meeting, whose registration ensures quorum for passing resolutions on other issues of the agenda of the General Meeting.

6.2.5. In the event if by the time of the opening of the General Meeting of shareholders there is no quorum on a particular issue included into the agenda of the General Meeting of shareholders, the Chairperson of the General Meeting of shareholders shall announce the General Meeting of shareholders be adjourned for 2 (Two) hours.

Opening of a General Meeting of shareholders may not be adjourned for more than two times.

In case if in 2 (Two) hours after the announcement about adjournment of the General Meeting of shareholders, the persons constituting the quorum even for a particular single issue of those included into the agenda of the General Meeting of shareholders, were not registered, the Chairman of the General Meeting of shareholders shall announce that the General Meeting of shareholders has not been held.

In the event if in 2 (Two) hours after the announcement about the adjournment of the opening of the General Meeting of shareholders the persons constituting the quorum even on a single issue included into the agenda of the General Meeting of shareholders were registered, the Chairperson of the General Meeting of shareholders shall announce that the General Meeting of shareholders is opened.

If the quorum for holding the annual General Meeting of shareholders is not reached the General Meeting of shareholders shall be held repeatedly with the same agenda.

If the quorum is not reached for holding the extraordinary general meeting of shareholders it is possible to hold repeatedly the General Meeting of shareholders with the same agenda.

6.3. Discussion of issues of the agenda of the General Meeting of shareholders.

6.3.1. Persons speaking at the General Meeting of shareholders should keep to the following rules:

a report on the agenda: up to 20 minutes,

a co-report report: up to 10 minutes,

speeches on the agenda: 5 minutes,

speeches with questions, information announced: 2 minutes each.

The Chairperson of the General Meeting of shareholders may increase the said time intervals.

6.3.2. A Shareholder of the Company may speak on the issues of the agenda or ask a question in the course of the meeting in the following manner:

- a written application about intent to speak on the issues of the agenda shall be furnished to the Secretary of the General Meeting of shareholders, and such application should be signed by the shareholder and indicate his/her surname, forename, patronymic (name) of the shareholder (his/her/its representative), and the issue of the agenda on which the shareholder wishes to speak;

- a question on the issues of the agenda shall be furnished in writing to the Secretary of the General Meeting of shareholders, and it should be signed by the shareholder and contain, in addition to the wording of the asked question, the surname, forename, patronymic (name) of the shareholder (his/her, its representative).

The Secretary of the General meeting of shareholders shall pass the applications and questions received from the shareholders to the Chairperson of the General Meeting of shareholders.

6.3.3 In the event if the meeting is held during 2 consecutive hours, a break should be announced for at least 40 minutes and 60 minutes maximum.

Where a meeting is held for 4 consecutive hours a break may be announced for at least 40 minutes but such break shall not exceed 2 hours.

The meeting may not continue after 22.00, local time.

If the meeting is impossible to be held within a day it should be announced adjourned to the next day, but not earlier than at 9.00 a.m., local time.

Breaks of a greater duration shall not be permitted.

6.3.4. After the end of discussion of all issues of the agenda of a General Meeting of shareholders on which a quorum is reached, the Chairperson of the General Meeting of shareholders shall announce about

completion of the discussion of the agenda issues and about the close of registration of the persons participating in the General Meeting of shareholders.

6.4. Voting at General meeting of shareholders.

6.4.1. Voting at General meeting of shareholders in the form of joint presence shall be performed in the manner established by the Federal Law "On joint-stock companies", by other regulations and by the Company Charter, and by these Regulations.

6.4.2. Voting at General meeting of shareholders shall be conducted on the basis of the principle: "one voting share gives one vote", except for cumulative voting conducted for the purpose of election of the members of the Board of Directors.

When cumulative voting is conducted, the number of votes of each shareholder shall be multiplied by the number of persons, who should be elected to the Board of Directors, and a shareholder may give the votes so received completely for a particular nominee or to distribute them between two and more nominees.

Those nominees, who received the greatest number of votes shall be recognized to have been elected to the Board of Directors.

6.4.3. Voting on the issues of the agenda of the General Meeting shall be conducted by voting ballots (poll).

6.4.4. Those persons, who have been registered for participation in the General Meeting of shareholders held in the form of a meeting, is entitled to vote on all issues of the agenda commencing from the opening of the General Meeting of shareholders and until the counting of votes is started.

6.4.5. Upon completion of the discussion of the last issue of the agenda of the General Meeting of shareholders (the last issue on which there is a quorum) the persons, who have not yet voted shall be given 30 (thirty) minutes for voting.

6.4.6. Upon expiry of the aforesaid time the Chairman shall announce about the start of the counting of votes.

6.5. Striking the voting results on the issues of the agenda of the General Meeting of shareholders. Close of the General Meeting of shareholders.

6.5.1. Counting of votes and striking the results of voting on the issues of the agenda of the General Meeting of shareholders shall be performed by the Counting commission.

6.5.2. Results of voting and the resolutions passed by the General Meeting of shareholders may be announced at the General meeting of shareholders.

6.5.3. After announcement of the results of voting on the issues of the agenda of the General meeting of shareholders, in case if they are disclosed at the General meeting of shareholders, the Chairman shall announce the General meeting closed.

7. General Meeting held by poll

7.1. Voting on the issues of the agenda of the General Meeting of shareholders, which is held by poll, shall be conducted with the use of voting ballots.

7.2. The procedure for filling the ballots shall be indicated in the voting ballots.

7.3. Completed voting ballots should be delivered to the Company no later than on the closing day for acceptance of the voting ballots in accordance with the resolution for the General meeting be convened and held. Such resolution should be passed in accordance with the Federal law "On joint-stock companies" and these Regulations.

In the instance, where the closing date for acceptance of the voting ballots falls on non-business day, the closing date for acceptance of the completed voting ballots shall be the next business day.

The period for acceptance of the voting ballots shall expire on the day fixed for close of the voting ballots acceptance at the close of business day in the Company in accordance with its local regulations.

7.4. Completed voting ballots may be sent to the Company by registered mail to the addresses specified in the notice of the General meeting of shareholders, personally served against the signature to the person authorized to receive correspondence addressed to the Company, and also may be forwarded to the Company Registrar.

7.5. the Chairman of the Managing Board shall arrange for collection, safety and delivery of the completed voting ballots to the Counting Commission (Company Registrar).

7.6. A Shareholder, who is an individual, for the purpose of completing the voting ballots shall specify his/her surname and initials; a shareholder, which is a legal entity, shall specify a full company name of the legal entity.

7.7. A representative of the shareholder, who is an individual, for the purpose of completing the voting ballot shall indicate his/her surname and the initials, and shall also indicate the details of the power of attorney (other document, which acknowledges his/her powers); a representative of the shareholder, which is

a legal entity, shall indicate the surname and the initials, and also the position held or the details of the power of attorney (other document, acknowledging the powers).

7.8. The representative of the shareholder shall enclose to the voting ballot the power of attorney (a notarized copy thereof) or other document, on the basis of which he/she acts as such.

7.9. The General meeting of shareholders, which is conducted by poll, is duly constituted (has a quorum) if no later than by the closing date fixed for acceptance of the voting ballots the Company received the voting ballots of the shareholders holding in aggregate more than a half of the votes represented by the Company allotted voting shares.

8. Striking the results of the General Meeting of shareholders

8.1. Results of voting on the issues put to vote, shall be reviewed and summed up by the Counting Commission (Company Registrar).

8.2. On the basis of the results of voting summed up by the Counting Commission on each issue of the agenda, the Counting Commission shall draft the minutes of the voting results.

8.3. The minutes of the counting commission on the voting results shall specify:

- the full company name and registered address;
- form of the general meeting (annual or extraordinary);
- form of convening the general meeting (in the form of a personal attendance at the meeting or by poll);
- date of the general meeting;
- place of general meeting conducted in the form of a personal attendance at the meeting (the address to which the meeting was held);
- agenda of the general meeting;
- wording of the resolutions passed on the issues put to vote;
- opening and closing time for registration of the persons entitled to participate in the general meeting, which is held in the form of personal attendance at the meeting;
- opening and closing time of the general meeting held in the form of a personal attendance at the meeting and in case if the resolutions passed by the general meeting and the results of voting on them were announced at the general meeting, also the time of the counting of votes started;
- the quantity of votes held by the persons included into the list of persons entitled to participate in the general meeting, on each issue of the agenda of the general meeting;
- quantity of votes held by the persons who participated in the general meeting, on each issue of the agenda of the general meeting with indication of whether there was a quorum on each issue;
- quantity of votes given for each option of voting ("for", "against" and "abstained from voting") on each issue of the agenda of the general meeting on which the quorum was reached;
- quantity of votes on each issue of the agenda of the general meeting, which was put to vote, which were not counted in connection with invalidation of the voting ballots (also with regard to voting on particular issues);
- full company name, address of the Company Registrar and the names of the persons authorized by the Registrar;
- note saying that the voting ballots are sealed and seal-affixed;
- date of the minutes drafted by the counting commission about results of voting at the general meeting.

8.4. The minutes of the results of voting shall be drafted in two original copies. Each original copy shall be signed by the representative of the Company Registrar, acting on behalf of the Registrar on the basis of the Charter or the power of attorney. The power of attorney or other document certifying the right of the representative to act on behalf of the Registrar shall be enclosed to the minutes.

8.5. The minutes of the voting results shall be drafted no later than within 3 (Three) business days after the closing of the General meeting of shareholders or the closing date for acceptance of the voting ballots where the General meeting of shareholders is held by poll.

After the minutes of the voting results is drafted and the minutes of the General meeting of shareholders is signed the voting ballots shall be affixed by the seal of the Counting commission and shall be filed with the Company archive department.

8.6. The minutes of the voting results shall be enclosed to the minutes of the General meeting of shareholders.

8.7. The minutes of the General Meeting of shareholders should meet the requirements of the RF legislation.

The minutes of the General Meeting of shareholders shall be drafted no later than within 3 (Three) business days after the close of the General Meeting of shareholders in two original copies, which shall be signed by the Chairman and by the Secretary of the General Meeting of shareholders.

8.8. In case, where the resolutions passed by the General Meeting of shareholders, and also the voting results have not been announced at the General Meeting of shareholders during which the voting was conducted, the Company shall no later than within 10 (Ten) days after the execution of the minutes of the voting results publish such results in "Izvestia" newspaper in the form of the report on the voting results and shall also places them on the company corporate website.

9. Final provisions

9.1. If as a result of changes in the legislation and in the regulations enacted in the Russian Federation, as well as changes in the Company Charter some particular articles of these Regulations become conflicting with them, these articles shall be invalidated, and till the changes are entered into these Regulations the Company shall be governed by the RF laws and regulations and by the Company Charter.