

APPROVED

by the Annual General Meeting of the Shareholders
of the Open Joint-Stock Company
OJSC North-West Telecom.
Minutes No. 01-05 of July 04, 2005

Chairperson of the General Meeting of the Shareholders

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PROVISIONS
ON THE GENERAL MEETING OF THE SHAREHOLDERS
of the Open Joint-Stock Company
North-West Telecom
(version 04 – 05)

In compliance with the active law of the Russian Federation and the Articles of Association of the Open Joint-Stock Company North-West Telecom (hereinafter referred to as the Company), these Provisions on the General Meeting of the Shareholders (hereinafter referred to as the Provisions) define the procedure of holding the General Meeting of the Shareholders and other issues related to preparing and holding the annual and extraordinary general meetings of the Company's shareholders.

1. GENERAL MEETING OF THE SHAREHOLDERS: TYPES, FORMS AND TIMING

1.1. The general meeting of the shareholders is the supreme management body of the company.

1.2. The Company shall hold the annual general meeting of the shareholders each year.

The annual General Meeting of the Shareholders shall resolve the following matters:

election of the Board of Directors of the Company,

election of the Auditing Committee of the Company,

approval of the Company Auditor,

approval of annual reports, annual accounting including profit and loss statements (income statements) of the Company, approval of distribution of profits, and, in particular, payment (declaration) of dividends, and losses of the Company according to the fiscal year results,

other matters within the frame of reference of the General Meeting of the Shareholders.

1.3. General meetings of the shareholders, held besides the annual meeting, shall be considered as extraordinary meetings.

An extraordinary general meeting of the shareholders shall be held upon decision of the Board of Directors on the basis of its own initiative, a request of the Company's Auditing Committee, Company's auditor and the shareholder(s) holding at least 10 per cent of the Company's voting shares as of the date the request is presented, according to the procedure provided for by these Provisions.

1.4. A general meeting of the shareholders may be held in the form of

a meeting – joint attendance of shareholders for discussion of the issues of the agenda and for taking decisions on the issues put forward for voting, or
absentee voting.

A general meeting of the shareholders, the agenda of which includes the issues of electing the Company's Board of Directors, electing the Company's Auditing Committee, approving the Company's auditor, as well as those of approving annual reports, annual books and accounts, including profit and loss reports (profit and loss accounts) of the Company, as well as the issues of distributing the profit, among other things, payment (declaration) of dividend, and losses of the Company based on the results of the fiscal year, may not be held in the form of absentee voting.

1.5. An annual general meeting of the shareholders shall be held not earlier than four months and not later than six months upon expiry of the fiscal year.

1.6. An extraordinary general meeting of the shareholders convoked upon demand of the Auditing Committee of the Company, auditor of the Company or the shareholder(s) holding not less than 10 per cent of the voting shares of the Company must be held within 40 days from the moment the demand to hold an extraordinary general meeting of the shareholders is presented.

1.7. An extraordinary general meeting of the shareholders convoked upon demand of the Auditing Committee of the Company, auditor of the Company or the shareholder(s) holding not less than 10 per cent of the voting shares of the Company, the agenda of which contains the issue of electing the Company's Board of Directors, must be held within 70 days from the moment the demand to hold an extraordinary general meeting of the shareholders is presented.

1.8. If the number of the members of the Board of Directors of the Company becomes less than the quorum required for holding sessions of the Company's Board of Directors, an extraordinary general meeting of the shareholders convoked upon decision of the Company's Board of Directors on the basis of its own initiative to decide the issue of electing the Board of Directors of the Company must be held within 70 days from the moment the decision to hold it is taken by the Board of Directors of the Company.

1.9. Except for the case mentioned in 1.8 of these Provisions , an extraordinary general meeting of the shareholders convoked upon decision of the Company's Board of Directors on the basis of its own initiative to decide any issues within the terms of reference of the general meeting of the shareholders, including the issues of:

- early termination of the powers of the Company's Board of Directors and electing the Company's Board of Directors (when the number of the members of the Board of Directors of the Company is not less than the quorum required for holding sessions of the Company's Board of Directors),

- electing the Company's Board of Directors (if the Board of Directors has not been elected for a certain reason),

must be held within the time fixed by the Company's Board of Directors, taking into account the requirements of the active law and the Articles of Association of the Company.

2. PROCEDURE OF PUTTING FORWARD MOTIONS OF INCLUDING ISSUES IN THE AGENDA OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS AND OF PROPOSING CANDIDATES TO THE COMPANY BODIES ELECTED BY THE GENERAL MEETING OF THE SHAREHOLDERS, AND PROCEDURE OF PRESENTING REQUESTS TO CONVOKE AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

2.1. Motions of including issues in the agenda of the annual general meeting of the shareholders and motions of proposing candidates to the Company bodies elected by the general meeting of the shareholders may be put forward, and requests to hold an extraordinary general meeting may be presented by:

- sending them by mail to the address (location) of the one-person executive body of the Company as indicated in the unified state register of legal entities;

- delivering against signature to the person acting as the one-person executive body of the Company, to the Chairperson of the Board of Directors of the Company, Corporate Secretary of the Company or to another person entitled to accept written mail sent to the Company;

- faxing.

2.2. A motion of including issues in the agenda of the annual general meeting of the shareholders and a motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders shall contain the information provided for by article 53 of the Federal Law On Joint-Stock Companies. A request to hold an extraordinary general meeting of the shareholders shall contain information provided for by article 55 of the Federal Law On Joint-Stock Companies. A motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders, contained in the request to hold an extraordinary general meeting of the shareholders, shall be covered by the respective requirements of article 53 of the Federal Law On Joint-Stock Companies.

2.3. A motion in respect of the agenda of the annual general meeting of the shareholders, a motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders and a request to hold an extraordinary general meeting shall be considered as received from the shareholders who (whose representatives) have signed them.

2.4. The portion of voting shares held by the shareholder(s) putting forward a motion to the agenda of the annual general meeting of the shareholders and/or proposing candidates to the Company bodies elected by the general meeting of the shareholders shall be determined as of the date such a motion is put forward.

The portion of voting shares held by the shareholder(s) requesting to hold an extraordinary general meeting shall be determined as of the date such a request is presented.

2.5. If a motion in respect of the agenda of the annual general meeting of the shareholders, a motion of proposing candidates to the Company bodies elected by the general meeting of the

shareholders or a request to hold an extraordinary general meeting is signed by a shareholder's representative, such a motion (request) shall be accompanied by a power of attorney (a copy of the power of attorney certified in compliance with the established procedure), containing information on the represented and the representative, which, in compliance with the Federal Law On Joint-Stock Companies, must be contained in a power of attorney for voting, prepared in compliance with the requirements of the Federal Law On Joint-Stock Companies in respect of preparing a power of attorney for voting.

2.6. If a motion in respect of the agenda of the annual general meeting, a motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders or a request to hold an extraordinary general meeting is signed by a shareholder (his/her/its representative), whose title to the shares is recorded on the custody account in a depositary, such a motion (request) shall be accompanied by a statement of the shareholder's custody account in the depositary keeping records of the rights to such shares.

2.7. When candidates are proposed to the Board of Directors or the Auditing Committee of the Company, the motion may be accompanied by the written consent of the proposed candidate and by information on the candidate to be provided to persons entitled to participate in the general meeting, in the course of preparation for holding the general meeting.

2.8. If a motion in respect of the agenda of the annual general meeting or a motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders is sent by mail, the date indicated on the imprint of the calendar stamp confirming the date of sending the mail shall be considered as the date of putting forward such a motion.

If a request to hold an extraordinary general meeting is sent by ordinary letter or by ordinary mail, the date indicated on the imprint of the calendar stamp confirming the date of receiving the mail shall be considered as the date of presenting such a request, and if a request to hold an extraordinary general meeting is sent by registered letter or any other type of registered mail, the date of delivering the mail to the addressee against signature shall be considered as the date of presenting such a request.

2.9. If a motion in respect of the agenda of the annual general meeting, a motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders or a request to hold an extraordinary general meeting is delivered against signature, the date of delivery shall be considered as the date of putting forward the motion or presenting the request.

2.10. If a motion in respect of the agenda of the annual general meeting, a motion of proposing candidates to the Company bodies elected by the general meeting of the shareholders or a request to hold an extraordinary general meeting is faxed, the date, on which the Company receives the fax message in compliance with the procedure provided for by paragraph two of this clause, shall be considered as the date of putting forward the motion or presenting the request.

A fax message containing the motion or request shall be sent to the Company's fax No., and shall be received by the Company not later than the Company's official working day completion time. When a fax message is sent, the copy of the transmitted text shall bear the last name of the person who has sent the text, the date and time of transmission, as well as the last name of the person who has received the text. The person who has sent the text shall demand an acknowledgement of the text receipt, while the person who has received the text shall acknowledge the receipt by sending a reply fax message.

When the Company receives the original of a motion or a request that has been sent by fax, the date on which the Company receives the fax message shall be considered as the date of putting forward the motion or presenting the request.

2.11. The Company's Board of Directors shall consider received motions in respect of the agenda of the annual general meeting of the shareholders or motions of proposing candidates to the Company bodies elected by the general meeting of the shareholders and shall take respective decisions not later than five days upon expiry of the motions acceptance period established by the Company's Articles of Association.

Motions in respect of the agenda of the annual general meeting of the shareholders or motions of proposing candidates to the Company bodies elected by the general meeting of the shareholders, received by the Company later than within the established period of motions consideration, shall also be considered by the Board of Directors in compliance with the procedure provided for by the active law.

2.12. Motions on including issues in the agenda of the annual general meeting of the shareholders, motions of proposing candidates to the Company bodies elected by the general meeting of the shareholders and requests to convoke an extraordinary general meeting of the shareholders, received by the Company, may be revoked by the persons who have put forward the motions and presented the requests. Such revocation shall be sent by any method provided for by clause 2.1 of these Provisions for sending motions and presenting requests. The date on which the Company receives the mail, the date of delivering the revocation or the date on which the Company receives the fax message shall be considered as the date of the receiving the revocation.

3. PREPARATION FOR HOLDING THE GENERAL MEETING OF THE SHAREHOLDERS

3.1. When getting prepared for holding the general meeting of the shareholders, the Company's Board of Directors shall determine:

- the form of holding the General Meeting of the Shareholders;
- the date, place and time of holding the general meeting of the shareholders and the mailing address, to which filled in ballots may be sent, or, if the general meeting of the shareholders is held in the form of absentee voting, the date of expiry of the period during which voting ballots are accepted, and the mailing address, to which filled in ballots must be sent;
- the time of starting the registration of persons participating in the general meeting of the shareholders;
- the date of making up the list of persons entitled to participation in the general meeting of the shareholders;
- the agenda of the general meeting of the shareholders;
- the type(s) of preferred stock, the holders of which are entitled to vote on the issues of the agenda of the general meeting of the shareholders;
- the procedure of notifying the shareholders on holding the general meeting of the shareholders;
- the list of information (materials) provided to shareholders during preparation for holding the general meeting of the shareholders, and the procedure of providing it;
- the form and text of the voting ballot.

3.2. The place of holding the general meeting of the shareholders shall be fixed in the city (town, settlement) where the Company is located, or in another city (town, settlement) in the territory of the Russian Federation, where the Company's branch or representative office is located.

3.3. When the time of holding the general meeting of the shareholders is determined, the number of issues included in the agenda of the meeting shall be taken into account. The time of holding the general meeting shall not be earlier than 9 or later than 22 o'clock local time.

3.4. When determining the time of starting the registration of persons participating in the general meeting of the shareholders, the number of such persons included in the respective list shall be taken into account.

3.5. When approving the agenda of the general meeting of the shareholders, the Company's Board of Directors shall be entitled to unite two and more issues of the terms of reference of the general meeting of the shareholders in one issue of the meeting's agenda.

Issues may be united only in case a decision on one of such issues is impossible without taking decisions on the other, mutually related issues.

The following issues may not be united:

- issues, on which different groups of voters are to vote;

issues, for taking decisions on which different numbers of votes of the shareholders holding the voting shares and taking part in the meeting are required.

4. NOTIFICATION OF HOLDING THE GENERAL MEETING OF THE SHAREHOLDERS

4.1. A notification on holding a general meeting of the shareholders must be provided not later than 30 days before the date it is to be held.

If the proposed agenda of an extraordinary general meeting of the shareholders contains the issue of electing the Board of Directors of the Company, a notification on holding an extraordinary general meeting of the shareholders must be provided not later than 50 days before the date of holding it.

If the extraordinary general meeting of the shareholders is convoked upon demand of the Company's Auditing Committee, the Company's auditor or the shareholder(s) holding not less than 10 per cent of the Company's voting shares, then the notification on holding a general meeting must be provided not later than 20 days before the date it is to be held.

The notification on holding a general meeting of the shareholders must be provided in the form provided for by the active law of the Russian Federation and by the Articles of Association of the Company according to the procedure established by the Company's Board of Directors.

4.2. The notification on holding a general meeting of the shareholders must contain:
full official name of the Company and location of the Company;
form of holding the general meeting of the shareholders (meeting or absentee voting);
date, place and time of holding the general meeting of the shareholders, and the mailing address to which filled in ballots may be sent, or, in case of holding the general meeting of the shareholders in the form of absentee voting, the date of finishing the acceptance of voting ballots and the mailing address to which filled in ballots are to be sent;

starting time of registration of the persons (their representatives) taking part in the general meeting of the shareholders;

date when the list of parties entitled to participation in the general meeting of the shareholders was made up;

agenda of the general meeting of the shareholders;

procedure of confirming their powers by representatives of those entitled to participation in the general meeting of the shareholders;

procedure of getting familiarized with the information (materials) to be provided to those entitled to participation in the general meeting during preparation for the general meeting, and the address(es) at which it is possible to get familiarized with it (address (location)) of the one-person executive body of the Company, as well as addresses of other places where the information (materials) will be provided).

4.3. A notification sent to shareholders in respect of holding a planned general meeting of the shareholders, the agenda of which includes issues, voting on which may entail the right of demanding redemption by the Company of shares, shall contain, in addition to the information indicated in clause 4.2 hereof, the following information:

on whether the shareholders holding the voting shares of the Company are entitled to demand redemption of their shares by the Company, if they vote against taking a decision or do not take part in the voting on such issues;

on the price and procedure of shares redemption.

4.4. A notification sent to shareholders in respect of holding an extraordinary general meeting of the shareholders, the agenda of which includes the issue of electing the Company's Board of Directors, in addition to the information indicated in clause 4.2 hereof, shall contain information on the procedure and timing of nominating candidates to the Company's Board of Directors by shareholder(s) holding in the aggregate at least 2 per cent of the Company's voting shares.

4.5. Besides the information mentioned in clauses 4.2 – 4.4 hereof, a notification on holding a general meeting of the shareholders may contain other information on the procedure of shareholders participation in the general meeting of the shareholders.

5. QUORUM OF THE GENERAL MEETING OF THE SHAREHOLDERS. REPEATED GENERAL MEETING OF THE SHAREHOLDERS

5.1. The General Meeting of the Shareholders shall be deemed competent (having a quorum), if it is attended by the Shareholders jointly owning over half of the floated voting shares of the Company.

Participants to the General Meeting of the Shareholders shall be defined as Shareholders registered for participation therein, and Shareholders whose tickets are received not later than two days before the date of the General Meeting of the Shareholders. Participants to the General Meeting of the Shareholders held in the format of absentee voting shall be defined as Shareholders whose tickets are received before the ticket filing deadline.

5.2. If there is no quorum for holding the annual general meeting of the shareholders, a repeated general meeting of the shareholders shall be held with the same agenda. If there is no quorum for holding an extraordinary general meeting of the shareholders, a repeated general meeting of the shareholders may be held with the same agenda.

A repeated general meeting of the shareholders shall be considered as competent (having the quorum), if shareholders holding in the aggregate at least 30 per cent of the votes granted by the floated voting shares of the Company have taken part in it.

When a repeated General Meeting of the Shareholders is held earlier than 40 days after the failed General Meeting of the Shareholders, the persons authorized to attend such General Meeting of the Shareholders shall be named in conformity with the list of persons who were authorized to attend the failed General Meeting of the Shareholders.

5.3. Based on the results of determining the quorum in respect of the agenda issues of the general meeting of the shareholders, the Company Registrar acting as the returning board shall make up a report on determining the quorum, to be signed by persons authorized by the Registrar.

If there is the quorum for holding the general meeting of the shareholders, the report on determining the quorum shall be made up not later than 15 days after closing the meeting, or after the date the ballots acceptance is over when the meeting is held in the form of absentee voting.

If there is no quorum for holding the general meeting of the shareholders, the report on determining the quorum shall be made up not later than 15 days after the planned date of holding the meeting that has not taken place or after the planned date of ending the ballots acceptance when the meeting that has not taken place was to be held in the form of absentee voting.

6. GROUPS OF VOTERS AT THE GENERAL MEETING OF THE SHAREHOLDERS

6.1. If the agenda of the General Meeting of the Shareholders comprises items to be voted by different groups of voters, the quorum for resolutions on such matters shall be fixed separately. In this case, the lack of quorum for resolutions on matters voted by one group of voters shall not prevent passing a resolution on matters voted by another group of voters where a quorum is provided.

6.2. Issues in the terms of reference of the general meeting of the shareholders, for voting on which the voters' groups are determined separately, include:

- 1) electing members of the Auditing Committee and early termination of their powers;
- 2) taking a decision on approving related-party transactions;
- 3) relieving a party, who, independently or jointly with its affiliated parties, has acquired 30 and more per cent of floated common stock of the Company, from the duty of acquiring shares from other shareholders of the Company;
- 4) Re-organization of the Company;

5) Liquidation of the Company, appointing of the liquidation committee and approval of the intermediate and final liquidation balance sheets;

6) introducing amendments and additions to the Articles of Association of the Company, restricting the rights of shareholders holding preferred shares of a certain type, including the cases of determining or increasing the amount of the dividend and (or) determining or increasing the liquidation value, paid on preferred shares of the previous turn, as well as granting advantages in the sequence of paying the dividend and (or) the liquidation value of shares to shareholders holding other types of preferred shares.

6.3. The right of vote at the general meeting of the shareholders in respect of the issue indicated in subclause 1 of clause 6.2 of these Provisions shall belong to the shareholders holding the Company's shares voting on all issues of the terms of reference of the general meeting of the shareholders, except for members of the Company's Board of Directors or persons holding posts in the Company's management bodies.

The right of vote at the general meeting of the shareholders in respect of the issue indicated in subclause 2 of clause 6.2 of these Provisions shall belong to the shareholders holding the Company's shares voting on all issues of the terms of reference of the general meeting, who are not interested in making the transaction.

The right of vote at the general meeting of the shareholders in respect of the issue indicated in subclause 3 of clause 6.2 of these Provisions shall belong to the shareholders holding the Company's shares voting on all issues of the terms of reference of the general meeting of the shareholders, except for a person who has independently acquired 30 and more per cent of floated common shares of the Company, and its affiliated persons.

The right of vote at the general meeting of the shareholders in respect of the issues indicated in subclauses 4 and 5 of clause 6.2 of these Provisions shall belong to the shareholders holding Company's common shares and the shareholders holding Company's preferred shares of each type.

The right of vote at the general meeting of the shareholders in respect of the issue indicated in subclause 6 of clause 6.2 of these Provisions shall belong to the shareholders holding the Company's shares voting on all issues of the terms of reference of the general meeting of the shareholders, and to the shareholders holding the Company's preferred shares of each type, the rights under which are restricted.

6.4. The groups of voters on the issues of the agenda of the general meeting of the shareholders shall be determined as of the date of making up the list of persons entitled to participation in the general meeting of the shareholders.

6.5. If the quorum for different issues of the meeting's agenda is to be determined separately, the report on determining the quorum shall contain the data on whether there is or whether there is no quorum for each of such questions.

7. BODIES ORGANIZED FOR HOLDING THE GENERAL MEETING OF THE SHAREHOLDERS

7.1. The person stipulated by the Company's Articles of Association shall be the chairperson of the general meeting of the shareholders. The chairperson of the general meeting of the shareholders shall hold the meeting, including:

- 1) announcement of opening and closing the meeting,
- 2) announcement of the persons providing information on the issues of the agenda,
- 3) control over the course of discussion of the issues of the agenda,
- 4) other functions provided for by these Provisions.

7.2. Upon decision of the Chairperson of the Meeting, a Presidium of the general meeting of the shareholders may be formed for participation in holding the general meeting of the shareholders, held in the form of a meeting.

The Chairperson and the members of the Presidium of the meeting shall jointly hold the general meeting of the shareholders and shall perform the functions provided for by subclauses 1 – 3 of clause 7.1. of these Provisions.

7.3. If the person presiding at the general meeting in compliance with the Company's Articles of Association is absent from an extraordinary general meeting held upon decision of bodies and persons entitled to request holding an extraordinary general meeting, the person taking the decision on holding the extraordinary general meeting (his/her representative) shall be the chairperson of the general meeting, or, if the decision on holding the extraordinary general meeting has been taken by several persons or by members of a collegial body, one of them, appointed by their decision shall be the chairperson.

7.4. A Secretary (Secretariat) of the general meeting of the shareholders shall be appointed by the Chairperson of the general meeting of the shareholders to keep minutes of the general meeting of the shareholders.

7.5. If a Corporate Secretary of the Company has been appointed in the Company, the Corporate Secretary shall perform the following duties as the secretary of the general meeting of the shareholders:

1) taking appropriate measures to ensure preparation and holding of the general meeting of the shareholders in compliance with the requirements of the laws, Articles of Association and other bylaws of the Company on the basis of the decision on holding the general meeting of the shareholders, taken by the Company's Board of Directors or by other bodies and persons in compliance with the requirements of the law and the Company's Articles of Association;

2) preparing orders to the Company's Registrar on making up the list of persons entitled to participation in the general meeting of the shareholders and the list of persons entitled to getting a dividend on the basis of the shares;

3) forming the materials that are to be provided for the general meeting of the shareholders, ensuring access to them, certifying and providing copies of appropriate documents upon request of the persons entitled to participation in the general meeting of the shareholders;

4) notifying all members of the management and control bodies of the Company on holding the general meeting of the shareholders;

5) collecting the filled in voting ballots received by the Company at addresses fixed for receiving them, and handing over such ballots in due time to the Company's Registrar acting as the returning board;

6) answers to questions of the participants of the general meeting as to the procedure of holding it in connection with the application of these Provisions and observance of the requirements of the active law, as well as taking measures to resolve conflicts related to the procedure of preparation for and holding of the general meeting of the shareholders;

7) organizing the keeping of the minutes of the general meeting of the shareholders.

If a Corporate Secretary has not been appointed or is absent from the general meeting of the shareholders or at a certain moment of preparing it, the said duties shall be performed by the Secretary of the Meeting and/or by other persons in the Company.

7.6. The duties of the returning board of the Company shall be performed by the Company's Registrar. The Company's Registrar shall check the powers and register the persons participating in the general meeting of the shareholders, determine the quorum of the general meeting of the shareholders, explain issues arising in connection with the shareholders' (their representatives') exercising their right of vote at the general meeting, explain the voting procedure in respect of the issues put forward for voting, ensure the established voting procedure and the rights of the shareholders to participation in the voting, count votes and sum up the voting results, make up a report on voting results, hand over voting ballots to the archives and perform other duties provided for by these Provisions.

When performing the functions of the returning board, the Company's Registrar shall be entitled to:

- keep logs and other registers of any forms at his/her/its discretion;
- independently determine the forms of minutes and reports to be made up, taking into account the requirements of the active law and these Provisions.

**8. PROCEDURE OF HOLDING THE GENERAL MEETING OF THE
SHAREHOLDERS AND VOTING ON THE ISSUES OF THE AGENDA OF THE GENERAL
MEETING OF THE SHAREHOLDERS, HELD IN THE FORM OF A MEETING (JOINT
ATTENDANCE OF SHAREHOLDERS FOR DISCUSSION OF THE ISSUES OF THE
AGENDA AND FOR TAKING DECISIONS ON THE ISSUES PUT FORWARD FOR
VOTING)**

8.1. Registration for participation in the general meeting shall be carried out for persons (their representatives) included in the list of persons entitled to participation in the general meeting, except for the persons (their representatives), whose ballots have been received not later than two days before the date of holding the meeting. The persons (their representatives) entitled to participation in a meeting, whose ballots have been received not later than two days before the date of holding the meeting, shall be entitled to attend the meeting.

If, prior to registration of the representative of a person entitled to participation in a meeting, the Company or the Registrar acting as the returning board receives a notification on replacement (recalling) of the representative, the person entitled to participation in the meeting (including the new representative acting on the basis of a power of attorney for voting) shall be registered for participation in the meeting.

Acquirers of shares transferred after the date of making up the list of persons entitled to participation in the meeting shall be registered for participation in the meeting, if the person included in the list of persons entitled to participation in the meeting has issued powers of attorney for voting to the acquirers in respect of such shares.

Registration of persons for participation in the general meeting to be held in the form of a meeting will take place at the venue and date of the general meeting.

Those entitled to participate in the general meeting shall be registered on the condition that the persons arriving for participation in the general meeting are identified through collation of the data contained in the list of those entitled to participate in the general meeting with the data of the documents presented (produced) by the said persons.

Credentials of a shareholder's representative for participation in the general meeting of the shareholders may be based on provisions of federal laws or acts of duly authorized state bodies or local government bodies or a power of attorney made up in writing. Power of attorney for voting must be prepared in compliance with the requirements of clause 1 of Article 57 of the Federal Law "On Joint-Stock Companies".

Documents certifying the powers of successors and representatives of the persons included in the list of those entitled to participate in the general meeting (or their copies certified by a notary) shall be enclosed to the voting ballots sent by such persons or shall be handed over to the Registrar acting as the returning board, when such persons are registered for participation in the general meeting.

8.2. The general meeting held in the form of a meeting shall be opened, if, by the moment of its start, there is the quorum for at least one of the issues included in the agenda of the general meeting. Registration of persons entitled to participation in the general meeting, who have not been registered for participation in the general meeting before its opening, shall be over at the moment of completing the discussion of the last issue of the agenda of the general meeting, for which there is the quorum.

8.3. If, by the moment of the start of the general meeting of the shareholders there is no quorum on any of the issues included in the agenda, the Registrar acting as the returning board shall inform the Chairperson of the general meeting of the shareholders thereof. The Chairperson of the meeting shall take the decision on the time of postponing the opening of the general meeting of the shareholders. In

such a case the opening of the general meeting of the shareholders may not be postponed by more than 2 hours.

If the opening of the general meeting of the shareholders is postponed, the minutes of the general meeting of the shareholders shall indicate the actual time of opening the meeting.

8.4. Issues shall be considered at the general meeting of the shareholders according to the sequence established by the approved agenda.

The sequence of considering the issues may be changed upon decision of the Chairperson of the meeting.

8.5. Discussion of the issues of the agenda of the general meeting of the shareholders consists in providing the persons participating in the meeting with information on the issues of the agenda and with explanations (if necessary) of the issues of the agenda and of the provided information.

Discussion of the issues of the meeting's agenda shall take place according to the procedure established by clauses 8.6-8.9 of these Provisions.

8.6. Information on the discussed issue of the agenda shall be provided to persons participating in the meeting in the form of reports (statements)

by reporters appointed by the Chairperson of the meeting;

by persons (their representatives) participating in the meeting, who have declared their intention to provide extra information in respect of the issues of the agenda. Such declarations shall be sent in writing to the Chairperson of the general meeting of the shareholders prior to the start of considering the respective issue of the meeting's agenda. Indicated in the declaration shall be the name of the person, the wording of the issue of the agenda, on which information is provided, the time required for the speech and the number of votes the voting person has at its disposal for the discussed issue of the agenda.

8.7. Each person (representative) taking part in a meeting shall be entitled to apply for explanations in respect of any issue of the meeting's agenda and the information provided thereon, to the Chairperson of the meeting, to members of the meeting's Presidium or to the persons(s) who has (have) provided the information. Such an application shall be sent in writing to the Chairperson of the general meeting of the shareholders before the next issue of the meeting's agenda is considered, with the indication of the name of the person taking part in the meeting, the number of votes at the disposal of the person for voting in respect of the discussed issue of the meeting's agenda.

Each duly prepared written application shall be considered in the course of the meeting.

If, in the opinion of the Chairperson of the meeting, a member of the meeting's Presidium or the persons(s) who has (have) provided the information, it does not seem possible to provide an exhaustive explanation immediately, or the person (representative) taking part in the meeting requests a written explanation in respect of the issue of interest to him/her, such a written explanation shall be sent to the applying person within 10 days after the general meeting of the shareholders is closed. A written explanation may be given only provided the application is duly prepared in compliance with the 1st paragraph of this clause.

8.8. The time of speeches with the reports (statements) concerning the issues of the meetings agenda and with explanations in response to the received applications shall be determined by the Chairperson of the meeting. It shall be noted that:

- no less than 10 minutes and no more than 45 minutes shall be assigned for a report of a speaker appointed by the Chairperson of the meeting;

- at least 5 minutes shall be assigned for a speech of a person (his/her representative) taking part in the meeting with extra information on an issue of the agenda;

- at least 10 minutes shall be assigned for a speech with an explanation in response to a received application.

The time assigned by the Chairperson of the meeting for a speech may be used by the speaker partially.

The Chairperson of the meeting shall not be entitled to comment on a speech or interrupt a speaker, except for situations when the speaker breaks the meeting holding procedure provided for by these Provisions.

8.9. The Chairperson of the meeting shall decide whether any breaks are needed during the general meeting of the shareholders and how long they should be.

No break is allowed during the general meeting of the shareholders when an issue of the agenda is being discussed.

8.10. Persons (their representatives) who have been registered for participation in the general meeting of the shareholders shall be given the opportunity of voting on issues of the meeting's agenda at any time from the moment the meeting is opened until the voting time fixed in accordance with clause 8.11 of these Provisions expires and the counting of votes on the issues of the meeting's agenda starts.

8.11. After discussion of the last issue of the agenda of the general meeting of the shareholders, for which there is the quorum, the Chairperson of the meeting shall assign at least extra 30 minutes for voting on the issues of the meeting's agenda.

8.12. Voting results and decisions taken by the general meeting may be

1) announced at the general meeting of the shareholders

or

2) brought to the notice of the persons entitled to participation in the meeting, according to the established procedure.

8.13. The general meeting of the shareholders shall be closed

1) at the moment when all decisions taken by the meeting and the voting results have been announced in the case provided for by subclause 1 of clause 8.12 of these Provisions,

or

2) at the moment when the time assigned for voting on the issues of the agenda in compliance with clause 8.11 of these Provisions expires in the case provided for by subclause 2 of clause 8.12 of these Provisions.

A general meeting, by the moment of opening of which there was the quorum for only some issues of the agenda, may not be closed, if by the moment of registration end the persons have been registered, whose registration ensures the quorum for taking a decision on other issues of the agenda of the general meeting.

9. VOTING BALLOTS FOR THE GENERAL MEETING OF THE SHAREHOLDERS

9.1. Voting on issues of the agenda of the general meeting of the shareholders shall be performed only with the use of voting ballots.

A voting ballot shall be sent or delivered against signature to each person indicated in the list of persons entitled to participation in the general meeting of the shareholders, not later than 20 days before the general meeting of the shareholders is held. A voting ballot shall be sent by a registered letter.

Upon request of the persons registering for participation in the general meeting held in the form of a meeting, whose ballots have not been received by the Company or have been received later than two days before the day of holding the meeting, such persons may receive only voting ballots with a note that they are issued for the second time.

If during a general meeting of the shareholders held in the form of the meeting, the Company or the Registrar acting as the returning board receives from a person entitled to participation in the general meeting of the shareholders a notification on replacement (recalling) of his/her representative before registration of the representative whose powers terminate, the person entitled to participation in the meeting (including the new representative acting on the basis of a power of attorney for voting) shall receive voting ballots.

If the general meeting of the shareholders is held in the form of a meeting, acquirers of shares transferred after the date of making up the list of persons entitled to participation in the meeting, provided such acquirers have registered for participation in the meeting, shall receive voting ballots, if the person included in the list of persons entitled to participation in the meeting has issued powers of attorney for voting to the acquirers in respect of such shares.

If the general meeting of the shareholders is held in the form of absentee voting or in the form of a meeting, for purposes of early voting, acquirers of shares transferred after the date of making up the list of persons entitled to participation in the meeting, if the person included in the said list has issued powers of attorney for voting to the acquirers in respect of such shares, shall receive voting ballots only in case of their application:

- to the Company, if the Company itself sends (delivers) voting ballots,

or

- to the Company's Registrar, if voting ballots are sent (delivered) by the Registrar under a contract with the Company.

9.2. The voting ballot shall contain:

1) full official name of the Company and location of the Company;

2) form of holding the general meeting of the shareholders (a meeting or absentee voting);

3) date, place and time of holding the general meeting of the shareholders and the mailing address, to which filled in ballots may be sent, or, if the general meeting of the shareholders is held in the form of absentee voting, the date of expiry of the period during which voting ballots are accepted, and the mailing address, to which filled in ballots must be sent;

4) wording of decisions on each issue (name of each candidate), the voting on which is performed by the ballot;

5) voting options for each issue of the agenda, expressed in the words "for", "against" or "abstained", and fields opposite each voting option to indicate the number of votes given for each voting option, and, in case the ballot is used for cumulative voting on the issue of electing members of the Board of Directors, also:

- an indication that members of the Company's Board of Directors are elected by cumulative voting and explanation of the nature of cumulative voting,

- a field for indicating opposite the name of each candidate the number of votes given for the respective candidate by the person taking part in the meeting and having chosen the "for" voting option,

- an explanation that the fractional part of a vote, received as a result of multiplying the number of votes belonging to the shareholder holding the fractional share by the number of persons to be elected to the Company's Board of Directors, may be given for one candidate only;

6) a mention that the voting ballot must be signed by the shareholder;

7) explanations that:

the voter is entitled to choose only one voting option, except for the cases of voting upon instructions of the persons who have acquired shares after the date of making up the list of persons entitled to participation in the meeting, or upon instructions of depositary securities holders;

if more than one voting option is left in a ballot, then the fields for indicating the number of votes given for each voting option shall indicate the number of votes given for the respective voting option and contain a note that voting is performed according to instructions of the acquirers of shares transferred after the date of making up the list of those entitled to participation in the meeting and (or) according to instructions of depositary securities holders;

a person voting on the basis of a power of attorney issued in respect of shares transferred after the date of making up the list of those entitled to participation in the general meeting shall indicate (in the field for the number of votes opposite the left voting option) the number of votes given for the left voting option and shall make a note that voting is effected on the basis of a power of attorney issued in respect of shares transferred after the date of making up the list of those entitled to participation in the meeting;

if, after the date of making up the list of persons entitled to participation in the meeting, a part of shares is transferred and the acquirer of such shares receives a power of attorney for voting in respect of the transferred shares or the voter receives acquirer's instructions as to voting, the voter shall indicate (in the field for the number of votes opposite the left voting option) the number of votes given for the left voting option and shall make a note that a part of shares was transferred after the date of making up the list of persons entitled to participation in the meeting. If instructions are received in respect of shares transferred after the date of making up the list of those entitled to participation in the meeting from acquirers of such shares and such instructions coincide with the left voting option, such votes shall be summed.

Besides the above, the following may be indicated in the ballot:

- 1) wording of each issue put forward for voting and the sequence of considering it;
- 2) method of noting the left voting option;
- 3) full name of the person entitled to participation in the general meeting of the shareholders;
- 4) number of votes that may be used by the person entitled to participation in the general meeting of the shareholders to vote on each issue of the meeting's agenda;
- 5) fields for the persons who have indicated the number of votes given for the left voting option(s) to make a note (notes) for each of the following cases:
 - voting is effected upon instructions of the acquirers of shares transferred after the date of making up the list of persons entitled to participation in the meeting;
 - voting is effected upon instructions of depositary securities holders;
 - voting is effected on the basis of a power of attorney issued in respect of shares transferred after the date of making up the list of persons entitled to participation in the meeting;
 - a part of shares were transferred after the date of making up the list of persons entitled to participation in the meeting;
- 6) other information as set forth by the Company's Board of Directors.

The voting ballot shall not contain two or more issues of the agenda of the general meeting of the shareholders, if different groups of voters vote on such issues.

9.3. The following ballots shall be considered as invalid:

- 1) voting ballots, in which the voter has left more than one voting option, except for the cases of voting upon instructions of the persons who have acquired shares after the date of making up the list of persons entitled to participation in the meeting, or upon instructions of depositary securities holders;
- 2) voting ballots signed by a representative acting on the basis of a power of attorney for voting and received by the Company, in case the Company or the Registrar acting as the returning board receive a notification on replacement (recalling) of such a representative not later than two days before the date of holding the general meeting;
- 3) two or more found filled in ballots of one person, in which the voter has left different voting options for one issue of the agenda of the general meeting, except for the case when: voting ballots have been signed by the person who issued the power of attorney for voting in respect of shares transferred after the date of making up the list of persons entitled to participation in the meeting and (or) persons acting on the basis of such powers of attorney, in which the fields for indicating the number of votes given for each voting option indicate the number of votes given for the respective voting option and contain appropriate notes provided for by clause 9.2 of these Provisions;
- 4) a ballot for voting on the issue of electing members of the Company's Auditing Committee, in which the "for" voting option is left for a larger number of candidates than the number of persons that are to be elected to the Company's Auditing Committee, except for the cases when voting ballots have been signed by a person voting by shares transferred after the date of making up the list of persons entitled to participation in the meeting, upon instructions received from acquirers of such shares, and (or) by a person voting by shares circulating beyond the borders of the Russian Federation in the form of depositary securities, upon instructions received from depositary securities holders, and contain the respective notes provided for by clause 9.2 of these Provisions.

9.4. If a voting ballot contains several issues put forward for voting, the fact that the ballot is considered as invalid in respect of one or several issues shall not entail considering the voting ballot as invalid on the whole.

9.5. Votes represented by a voting ballot that has been recognized as invalid in respect of one, several or all issues, voting on which is effected by the ballot, shall not be taken into account in summing up the voting results in respect of the issues, for which the ballot has been recognized as invalid.

The fact that a voting ballot is considered as invalid in respect of voting on one, several or all issues, the voting on which is effected by the ballot, shall not be a ground for excluding the votes by the said ballot in determining whether there is the required quorum.

10. EXPENSES FOR PREPARING AND HOLDING THE GENERAL MEETING OF THE SHAREHOLDERS

10.1. The list of expenses for preparing and holding the annual general meeting of the shareholders and an extraordinary general meeting of the shareholders held upon decision of the Company's Board of Directors on the basis of its own initiative, a request of the Company's Auditing Committee, Company's auditor and the shareholder(s) holding at least 10 per cent of the Company's voting shares as of the date the request is presented, shall be made up and approved by the Company Management.

10.2. If, during the established period, the Company's Board of Directors has not taken a decision to convoke an extraordinary general meeting of the shareholders or a decision is taken not to convoke it, and an extraordinary general meeting of the shareholders is convoked by bodies and persons requiring its convocation, while the general meeting of the shareholders takes a decision on indemnification for expenses for preparing and holding the extraordinary general meeting of the shareholders from Company's funds, only the expenses proven by appropriate documents and incurred by the bodies and persons who had the powers necessary for convoking and holding an extraordinary general meeting of the shareholders shall be reimbursed for.

11. PROCEDURE OF APPROVING THE PROVISIONS AND INTRODUCING AMENDMENTS AND ADDITIONS THERETO

11.1. These Provisions shall be approved by the general meeting of the shareholders by the majority of votes of the shareholders holding the voting shares of the Company and taking part in the meeting.

11.2. These Provisions may be supplemented and amended by the general meeting of the shareholders by the majority of votes of the shareholders holding the voting shares of the Company and taking part in the meeting.

11.3. If, as a result of a change in the laws of the Russian Federation or in the Company's Articles of Association, certain articles of these Provisions contradict them, the Provisions shall be applied to the extent they do not contradict the active law and the Company's Articles of Association.