Approved by
Resolution of the Annual General Meeting of Shareholders of
Unipro PJSC dated __ _____ 2021
(Minutes No. ___ dated __ _____ 2021)

Regulation
On the Procedure for Preparation and Holding of the General Meeting of Shareholders of Unipro Public Joint Stock Company

Surgut
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1. General Provisions

1.1. This Regulation has been prepared in accordance with the Civil Code of the Russian Federation, Federal Law "On Joint Stock Companies, Regulation No. 660-P of the Bank of Russia dated 16.11.2018 "On General Meetings of Shareholders", other regulations of the Russian Federation, and the Articles of Association of Unipro Public Joint Stock Company (hereinafter referred to as the Company), and regulates the procedure for preparation and holding of the General Meeting of Shareholders of the Company (hereinafter referred to as the General Meeting of Shareholders).

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

1.3. In its activities the General Meeting of Shareholders is guided by the laws of the Russian Federation, the Articles of Association of the Company, and this Regulation.

1.4. Issues related to preparation, convening and holding of the General Meeting of Shareholders that are not regulated by the Company's Articles of Association and this Regulation shall be resolved in accordance with the laws of the Russian Federation.

1.5. This Regulation shall not be applied during the period when all shares of the Company are owned by a single shareholder.

2. Types and Forms of the General Meeting of Shareholders

2.1. The Company shall hold General Meetings of Shareholders annually. The Annual General Meeting of Shareholders shall be held in the form of a meeting.

2.2. Any meetings other than the Annual General Meeting of Shareholders shall be deemed extraordinary.

2.3. Extraordinary General Meetings of Shareholders may be held in the form of:

a) a physical meeting of shareholders (joint presence of shareholders to discuss issues on the agenda and make decisions on issues put to the vote or telepresence via video conference).
b) absentee vote (without joint presence of shareholders).

2.4. Absentee vote may not be used for:

a) a General Meeting of Shareholders which agenda includes items concerning election of members of the Company's Board of Directors (hereinafter referred to as the Board of Directors), approval of the Company's Auditor (hereinafter referred to as the Auditor), as well as the items prescribed by the provisions of Paragraph 13 of Clause 10.2 of Article 10 of the Company's Articles of Association;
b) a reconvened General Meeting of Shareholders held instead of the meeting that has not been held and shall be held in the form of a meeting.

3. Convocation of the General Meeting of Shareholders

3.1. Convocation of the Annual General Meeting of Shareholders

3.1.1. A decision to convene the Annual General Meeting of Shareholders shall be made by the Board of Directors. The Annual General Meeting of Shareholders shall be held not earlier than two months and not later than six months after the end of the reporting year.

3.2. Convocation of the Extraordinary General Meeting of Shareholders

3.2.1. An Extraordinary General Meeting of Shareholders shall be held upon resolution of the Board of Directors passed at its own discretion, when called for by the Auditor or by the shareholder(s) holding at least Ten (10) per cent of the Company's voting shares as of the date when the call is made.

3.2.2. An Extraordinary General Meeting of Shareholders, when called for by the Auditor or by the shareholder(s) holding at least ten percent (10%) of the Company's voting shares, shall be convened by the Board of Directors.

Such General Meeting of Shareholders shall be held within Forty (40) days from the date of the call for the Extraordinary General Meeting of Shareholders. If the suggested agenda of the Extraordinary General Meeting of Shareholders includes the item on election of the Board of Directors members, this General Meeting of Shareholders shall be held within Seventy-five (75) days from the date of the call for the Extraordinary General Meeting of Shareholders.

3.2.3. The call for the Extraordinary General Meeting of Shareholders shall specify the items to be included in the meeting agenda.

A person(s) calling for the Extraordinary General Meeting of Shareholders may provide the wording of resolutions of the Extraordinary General Meeting of Shareholders and propose the form of holding the General Meeting of Shareholders.

The Board of Directors is not entitled to make changes to the wording of items on the agenda and the wording of resolutions thereon, and change the proposed form of holding the Extraordinary General Meeting of Shareholders to be convened at the request of the Auditor or the call of the shareholders (shareholder) holding at least Ten (10) per cent of the Company's voting shares.

3.2.4. If the call for the Extraordinary General Meeting of Shareholders is made by the shareholders (shareholder), it shall contain the names (company names) of the shareholders (shareholder) calling for such meeting and specify the class (type) of the Company's shares held thereby.

The call for the Extraordinary General Meeting of Shareholders shall be signed by the persons (person) calling for the Extraordinary General Meeting of Shareholders.

The stake of voting shares held by the shareholder(s) calling for the Extraordinary General Meeting of Shareholders shall be determined as of the date of such call.

3.2.5. Within five (5) days from the date of the call for the extraordinary General Meeting of Shareholders by the Auditor or shareholder(s) holding at least Ten (10) per cent of the Company's voting shares, the Board of Directors shall make a decision either to convene such extraordinary General Meeting of Shareholders or refuse to convene the same. The decision to refuse to convene the Extraordinary General Meeting of Shareholders may be adopted only on the grounds provided for by the Federal Law "On Joint Stock Companies" and other regulations of the Russian Federation.

3.2.6. A resolution of the Board of Directors to convene an Extraordinary General Meeting of Shareholders or a motivated refusal to do so shall be sent to the requester(s) no later than three (3) days after the date of such resolution.

If the Company receives a call for an Extraordinary General Meeting of Shareholders from the persons who are not registered in the Company's shareholder register and gave an instruction to the person performing registration of their rights to shares, the said resolution of the Board of Directors shall be forwarded to such persons within Three (3) days at the latest from the date when the relevant was

made in accordance with the rules of the securities laws of the Russian Federation governing disclosure of information and materials to persons exercising their rights attached to securities.

If during the period stipulated by Clause 3.2.5 of this Regulation the Board of Directors fails to pass a resolution to convene the Extraordinary General Meeting of Shareholders or refuses to convene thereof, the body or the persons calling for the meeting may take legal action to compel the Company to convene the Extraordinary General Shareholders' Meeting.

3.3. Proposals to the Agenda of the Annual and Extraordinary General Meeting of Shareholders

3.3.1. A proposal may be submitted to the agenda of the General Meeting of Shareholders, and a call for holding an Extraordinary General Meeting of Shareholders may be presented (submitted) by several shareholders acting jointly by:

– sending (delivering) one document signed by all shareholders acting jointly, with the date of such document receipt being the date determined in accordance with the Regulation on the Procedure for Preparation and Holding of the General Meeting of Shareholders of the Company;

– sending (delivering) several documents, with each of which being signed by one (several) of the shareholders acting jointly, and (or) by such shareholders giving instructions to client nominal holders and sending notices to client nominal holders about the will of the said shareholders in accordance with the instructions received from them.

3.3.2. If a proposal is submitted to the agenda of the General Meeting of Shareholders or a call to hold an Extraordinary General Meeting of Shareholders is presented (submitted) in the manner provided for in Paragraph 3 of Clause 3.3.1. hereof, such a proposal or a call shall be deemed to have been received from several shareholders acting jointly, provided that the documents received from the shareholders containing the said proposal or the call (notices about the will of shareholders on submission of the said proposal or presentation (submission) of the said demand):

– do not differ regarding the subject matter of the proposal or the demand;

– contain information making it possible to identify all shareholders acting jointly;

– contain the same date as of which the number of shares owned by shareholders of the Company is specified.

3.3.3. The date of receipt of the proposal to the agenda of the General Meeting of Shareholders, which is presented by several shareholders acting jointly in the manner provided for in Paragraph 3 of Clause 3.3.1 of this Regulation, shall be one of the following dates, whichever comes earlier:

– the date of receipt by the Company of the said proposal (receipt by the Registrar of the Company of the electronic document of the nominal holder with the said proposal) sent by the last of the shareholders acting jointly starting from whom the total number of voting shares of the Company owned by the shareholders from whom the said proposal was received is at least two percent of the Company's voting shares;

– the date on which the period, determined in the manner established by the laws of the Russian Federation for receipt of proposals to the agenda of the Annual or Extraordinary General Meeting of Shareholders, ends.

3.3.4. The date of receipt of the call for the Extraordinary General Meeting of Shareholders, which is presented (submitted) by several shareholders acting jointly in the manner provided for in Paragraph 3 of Clause 3.3.1 of this Regulation, shall be one of the following dates, whichever comes earlier:

– the date of receipt by the Company of the said call (receipt by the Registrar of the Company of the electronic document of the nominal holder with the said call) sent by the last of the shareholders acting jointly starting from whom the total number of voting shares of the Company owned by the shareholders from whom the said call was received is at least ten percent of the Company's voting shares;

– the date on which the fifteen-day period from the date of receipt by the Company of the said call (receipt by the Registrar of the Company of the electronic document of the nominal holder with the said call) of the first shareholder acting jointly ends.

3.3.5. The shareholder(s) holding in aggregate at least Two (2) per cent of the Company's voting shares is (are) entitled to propose items to be included to the agenda of the Annual General Meeting of Shareholders and nominate candidates to the Board of Directors, as long as such number does not exceed the size of the relevant body.
Such proposals shall be submitted to the Company within Ninety (90) days after the end of the financial year.

3.3.6. Together with the items proposed by the shareholders for inclusion into the agenda of the General Meeting of Shareholders and the candidates to the Board of Directors of the Company, the Board of Directors may include items to the agenda of the General Meeting of Shareholders and/or candidates in the list for elections to the Board of Directors at its discretion. The number of candidates proposed by the Board of Directors must not exceed the number of members of the Company's Board of Directors specified in the Articles of Association of the Company.

3.3.7. If the proposed agenda of the Extraordinary General Meeting of Shareholders contains an item concerning election of members of the Board of Directors, the shareholder(s) holding in the aggregate at least Two (2) per cent of the Company's voting shares may propose candidates to the Board of Directors, as long as the number of such candidates does not exceed the number of members of the Board of Directors.
Such proposals shall be submitted to the Company at least Thirty (30) days prior to the date of the Extraordinary General Meeting of Shareholders.

3.3.8. Proposals to include items into the agenda of the General Meeting of Shareholders and proposals concerning nomination of candidates shall be submitted specifying the name (company name) of the shareholder(s) submitting the proposal and the number and class (type) of shares held thereby, and shall be signed by the shareholder(s) or their representatives.

The stake of voting shares held by the shareholder(s) making the proposal to the agenda of the General Meeting of Shareholders and/or nominating candidates to the Board of Directors to be elected by the General Meeting of Shareholders shall be determined as of the date of such proposal.

3.3.9. Any shareholder(s) of the Company that is/are not registered in the register of shareholders of the Company shall also be entitled to make proposals to the agenda of the General Meeting of Shareholders and to nominate candidates by giving respective directions (instructions) to the person who records their rights to the shares. Such directions (instructions) shall be given in accordance with the provisions of the securities laws of the Russian Federation.

3.3.10. Proposals to include items into the agenda of the General Meeting of Shareholders shall specify each proposed item, and proposals concerning nomination of candidates shall contain the name and details of the identification document (series and/or number of the document, date and place of issue, issuing authority) of each candidate, name of the body to which the candidate is nominated.

3.3.11. The Board of Directors shall consider all the submitted proposals and decide on whether to include them in the agenda of the General Meeting of Shareholders or to refuse to include them in the agenda within Five (5) days after the expiry of the deadline set out in Clause 3.3.1 and Clause 3.3.3 hereof.

3.3.12. The Board of Directors shall be entitled to refuse to include items submitted by the shareholder(s) in the agenda of the General Meeting of Shareholders and refuse to include the nominated candidates in the list for elections to the Board of Directors on the grounds stipulated by the Federal Law “On Joint Stock Companies” and other regulations of the Russian Federation.

3.3.13. A motivated resolution of the Board of Directors on refusal to include the proposed item into the agenda of the General Meeting of Shareholders or a candidate in the list for elections to the relevant body of the Company shall be sent to the shareholder(s), who submitted the item or nominated a candidate within Three (3) days from the date of the decision.

3.3.14. The Board of Directors is not entitled to amend the wording of the items proposed for the agenda of the General Meeting of Shareholders, and the wording of the resolutions thereon (if any).

4. Preparation of the General Meeting of Shareholders

4.1. When preparing the General Meeting of Shareholders, the Board of Directors shall pass the following resolutions:

a) on convening and determining the form of the General Meeting of Shareholders;
b) on determining the date, venue, and time of the General Meeting of Shareholders, the time when the check-in of the persons participating in the General Meeting of Shareholders will open, as well as the postal address where the voting ballots should be sent (if the General Meeting of Shareholders is held in the form of a meeting),
or
on determining the deadline for submitting the completed voting ballots and the postal address where the completed voting ballots should be sent (if the General Meeting of Shareholders is held in the form of absentee vote);
c) on approval of the agenda of the General Meeting of Shareholders;
d) on determining the record date for the General Meeting of Shareholders;
e) on classes (types) of shares whose holders are entitled to vote on all or some of the items on the agenda of the General Meeting of Shareholders;
f) on determining the list of information (materials) provided to the shareholders in the course of preparation of the General Meeting of Shareholders and the procedure for information submission;
g) on approval of the form and wording of voting ballots of the General Meeting of Shareholders, as well as the wording of resolutions on the agenda of the General Meeting of Shareholders to be sent electronically (in the form of electronic documents) to nominal holders of shares registered in the register of shareholders of the Company;
h) on determining the date of sending the voting ballots to the persons entitled to participate in the General Meeting of Shareholders (in case the General Meeting of Shareholders is held in the form of absentee voting, as well as in case the General Meeting of Shareholders is held in the form of a meeting, if in accordance with the Federal Law “On Joint Stock Companies ”or the Company’s Articles of Association the voting ballots shall be sent (served) to the persons entitled to participate in the General Meeting of Shareholders prior to the General Meeting of Shareholders);
i) on determining the deadline for accepting the shareholders’ proposals on nominating candidates to be elected to the Board of Directors if the agenda of the Extraordinary General Meeting of Shareholders contains the issue of electing members of the Board of Directors;
j) on determining the procedure for notifying the shareholders of the Company of the General Meeting of Shareholders, including the approval of the form and the text of the notification.
k) on electing the Secretary of the General Meeting of Shareholders (hereinafter referred to as the Secretary of the General Meeting of Shareholders), if the functions of the Secretary of the General Meeting of Shareholders may not be performed by the Corporate Secretary of the Company.

When preparing the General Meeting of Shareholders, regardless of the form thereof, the Board of Directors may provide for a possibility of voting at the General Meeting of Shareholders by completing an electronic forms of voting ballots on the website specified in the notification of the General Meeting of Shareholders. In this case, the Board of Directors of the Company shall determine the address of the website where the persons entitled to participate in the General Meeting of Shareholders can complete the electronic forms of voting ballotsand the period when the electronic forms of voting ballots shall be posted on such website.

4.2. The Company's General Director (with the assistance of the Corporate Secretary of the Company) shall arrange for implementation of the resolutions of the Board of Directors related to preparation and holding of the General Meeting of Shareholders, including the following:

– ensure that the professional securities market participant responsible for maintenance of the Company's shareholder register (hereinafter referred to as the Company's Registrar) is promptly notified on the preparation of the list of persons entitled to participate in the General Meeting of Shareholders as of the date set by the Board of Directors;
– ensure that the ballots are made in accordance with the form and text approved by the Board of Directors;
– ensure that the voting ballots are sent to the shareholders and the completed voting ballots are accepted;
– ensure that the electronic form of the voting ballots is published in the Board of Directors has passed the respective resolution;
– ensure that the wordings of the resolutions on the items on the agenda of the General Meeting of Shareholders are emailed (in the form of electronic documents) to the nominee shareholders registered in the Company's shareholder register;
– ensure that the shareholders are notified of the General Meeting of Shareholders as and when prescribed by the resolution of the Board of Directors and the Company's Articles of Association;
– ensure preparation of necessary materials (information) on the agenda items of the General Meeting of Shareholders and access to such information (materials) in accordance with the resolutions of the Board of Directors;
– perform any other activities aimed at implementing the resolutions of the Board of Directors.

4.3. The General Meeting of Shareholders may be held in the offices of the Company, or in the offices its branches, or in the city of Moscow.

The address for conducting a General Meeting of Shareholders shall be determined by the Board of Directors when resolving issues involved in preparing and conducting the General Meeting of Shareholders.

4.4. The list of persons entitled to take part in the General Meeting of Shareholders shall be drawn up in compliance with the rules for drawing up a list of persons exercising the rights to securities laid down in the securities laws of the Russian Federation.

Information on the date of preparing the list of persons entitled to participate in the General Meeting of Shareholders shall be disclosed by the Company in the manner prescribed by the law of Russian Federation at least Seven (7) days prior to such date.

4.5. A notice on the General Meeting of Shareholders shall be posted on the Company's website – http://www.unipro.energy. A notice on holding the General Meeting of Shareholders shall be provided at least Thirty (30) days prior to the date thereof.

4.6. In the cases provided for by Clauses 2 and 8 of Article 53 of the Federal Law "On Joint Stock Companies", a notice on the General Meeting of Shareholders shall be provided Fifty (50) days at the latest prior to the date of the meeting.

4.7. The information (materials) on the agenda items of the General Meeting of Shareholders shall be made available to the persons entitled to take part in the General Meeting of Shareholders for review at the office of the Company's executive body and at the other addresses specified in the notice of the General Meeting of Shareholders Twenty (20) days prior to the date of the General Meeting of Shareholders or Thirty (30) days prior to the said date if the agenda of the General Meeting of Shareholders contains an item concerning reorganisation of the Company. Such information (materials) shall be made available to the persons taking part in the General Meeting of Shareholders during the meeting.

The procedure of disclosing the information (materials) concerning the agenda of the General Meeting of Shareholders to the persons entitled to participate in the General Meeting of Shareholders and the address(es) where such information can be reviewed shall be determined by the resolution of the Board of Directors.

If a person registered in the Company's shareholder register is a nominee shareholder, the notice of the General Meeting of Shareholders and the information (materials) to be provided to persons entitled to participate in the General Meeting of Shareholders shall be disclosed in the course of preparation of the General Meeting of Shareholders in accordance with the rules set out in the securities laws of the Russian Federation governing disclosure of information and materials to the persons exercising their rights attached to the securities.

4.8. Voting ballots for the agenda issues shall be delivered by registered or regular letter to the address specified in the list of persons authorized to participate in the General Meeting of Shareholders or by email to the relevant person's email address specified in the company's register of shareholders, or handed personally against signature to every person (his/her representative) specified in the list of persons authorized to participate in the General Meeting of Shareholders Twenty (20) days prior to the date of the General Meeting of Shareholders at the latest.

Each person included in the list of persons entitled to participate in the General Meeting of Shareholders shall be provided with one copy of the voting ballot for all the items or one copy of two or several voting ballots for different items.

If the Board of Directors provide for an option to vote at the General Meeting of Shareholders by completing electronic forms of voting ballots, such ballots shall be published on the website specified in the notification on holding the General Meeting of Shareholders.

5. Proceedings of the General Meeting of Shareholders (General Provisions)

5.1.1. A shareholder may exercise his/her right to participate in the General Meeting of Shareholders both personally and through the representative.

A shareholder may at any time replace his/her representative at the General Meeting of Shareholders, or attend the General Meeting of Shareholders personally.

5.1.2. Voting on the agenda items of the General Meeting of Shareholders shall be taken strictly subject to using the voting ballots when the General Meeting of Shareholders is held either in the form of a meeting or in the form of an absentee voting.

Receipt by the Company's Registrar of the expressions of will from the persons entitled to take part in the General Meeting of Shareholders who are not registered in the Company shareholder register and have given voting instructions to the persons responsible for registration of their rights to shares in

compliance with the requirements of the securities laws of the Russian Federation shall be equivalent to ballot voting.

5.1.3. Completed voting ballots may be sent to the Company by regular mail to the address determined by the resolution of the Board of Directors during preparation of the General Meeting of Shareholders and specified in the voting ballots, served to the Secretary of the General Meeting of Shareholders against signature, or sent to the Company Registrar performing the functions of the Ballot Committee.

Upon resolution of the Board of Directors, a person entitled to participate in the General Meeting of Shareholders may be authorised to complete an electronic ballot on the website specified in the notice of the General Meeting of Shareholders.

5.1.4. The Company's General Director shall ensure that the completed voting ballots are collected, kept safe, and handed over to the Company Registrar performing functions of the Ballot Committee.

5.1.5. When completing the ballot, private shareholders shall specify their last name and initials, while corporate shareholders shall specify the full company name of the legal entity.

When completing the ballot, the representative of a private shareholder shall specify his/her last name and initials, as well as the details of the proxy (or other credentials), while the representative of a corporate shareholder shall specify his/her last name and initials, as well as his/her position or details of the proxy (or other credentials).

The shareholder representative shall attach the proxy (a notarized copy thereof) or other credentials to the voting ballot.

5.1.6. Votes shall be counted exclusively on those items where the voter has marked only one of the possible votes. Completed voting ballots that fail to conform to this requirement shall be deemed invalid and votes on the items therein shall not be counted.

If a voting ballot contains multiple items put to vote, failure to meet the said requirement in case of one or more items shall not invalidate the entire voting ballot.

5.1.7. A shareholder may request a copy of his/her completed ballot certified by the Ballot Committee before the relevant meeting is closed.

6. Proceedings of the General Meeting of Shareholders in the Form of a Meeting

The General Meeting of Shareholders in the form of a meeting envisages actual attendance of the shareholders at the General Meeting of Shareholders to discuss the agenda items and resolve on the items put to vote.

When holding the General Meeting of Shareholders in the form of a meeting, the persons included in the list of persons entitled to participate in the General Meeting of Shareholders (their representatives, successors) may participate in such meeting or send completed ballots to the Company. However, when determining the quorum and summing-up the voting results, only those votes represented by voting ballots shall be counted that were delivered to Company Two (2) days at the latest prior to the date of the General Meeting of Shareholders.

The shareholders who completed the electronic form of the ballots on the website specified in the notification on holding the General Meeting of Shareholders shall also be deemed to have participated

in the General Meeting of Shareholders if such option was provided for by the Board of Directors during preparation of the General Meeting of Shareholders.

Furthermore, the shareholders who gave voting instructions to the persons responsible for registration of their rights to shares in accordance with the rules of the securities laws of the Russian Federation shall also be deemed to have participated in the General Meeting of Shareholders if the expression of their will is received Two (2) days at the latest prior to the date of the General Meeting of Shareholders.

6.1. Check-in of the Persons Entitled to Participate in the General Meeting of Shareholders

6.1.1. The persons entitled to participate in the General Meeting of Shareholders shall be checked in by the Company Registrar acting as the Ballot Committee at the address of location of the General Meeting of Shareholders specified in the notice of the meeting.

The check-in of the persons entitled to participate in the General Meeting of Shareholders shall start at the time indicated in the notice of the meeting.

6.1.2. A shareholder (his/her/its representative, successor) arriving at the venue of the General Meeting of Shareholders shall present a passport or another identity document to check in.

When checking in, successors, as well as representatives of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders, shall present their credentials to the Company Registrar performing functions of the Ballot Committee.

The list of credentials of representatives and successors of the persons included in the list of persons entitled to participate in the General Meeting of Shareholders shall be determined in accordance with the applicable law.

In case of failure to present the said documents, the successor, as well as the representative of the shareholder, may not participate in the General Meeting of Shareholders.

6.1.3. The persons entitled to participate in the General Meeting of Shareholders shall be checked in, provided that the persons arriving to participate in the General Meeting of Shareholders are identified by comparing the data in the list of persons entitled to participate in the General Meeting of Shareholders with the details of the documents presented by these persons.

6.1.4. If the General Meeting of Shareholders allows for completing the electronic form of ballots on the website, identification, authorisation, and registration of persons participating in the General Meeting of Shareholders without being present at the location of the General Meeting of Shareholders shall be performed as per the applicable laws.

6.1.5. If so requested by the persons whose voting ballots have not been received by the Company or have been received later than Two (2) days prior to the date of the General Meeting of Shareholders, such persons shall be provided with the second copy of the voting ballots marked “re-issue” during the check-in.

6.1.6. The check-in of the persons entitled to participate in the General Meeting of Shareholders that failed to check in for the General Meeting of Shareholders prior to the start thereof shall end at the moment when the person chairing the General Meeting of Shareholders (hereinafter referred to as the Chairman) declares that the discussion of the last agenda item of the General Meeting of Shareholders for which the quorum is present is closed.

6.2. Opening of the General Meeting of Shareholders

6.2.1. At the moment when the General Meeting of Shareholders is officially opened in accordance with the notice of the General Meeting of Shareholders, the representative of the Company Registrar performing the functions of the Ballot Committee shall announce whether the quorum for the agenda items of the General Meeting of Shareholders is present.

6.2.2. The General Meeting of Shareholders shall be deemed qualified (has the quorum) if attended by the shareholders having in the aggregate more than half of the votes under the voting shares placed by the Company.

In the event the agenda of the General Meeting of Shareholders includes issues that must be voted on by a different set of voting shares, the quorum for making decisions on such issues shall be established separately.

However, lack of quorum for the items, voting in relation to which is carried out with one composition of voters, shall not prevent making decisions on the items, voting in relation to which is carried out with another composition of voters, if the quorum for it is present.

6.2.3. If there is a quorum for at least one of the items included in the agenda of the General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open.

6.2.4. If by the time of opening the General Meeting of Shareholders there is no quorum for any item included in the agenda of the General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders shall declare the General Meeting of Shareholders adjourned for Two (2) hours.

The General Meeting of Shareholders may be adjourned one time only.

If within Two (2) hours after declaring the General Meeting of Shareholders adjourned, the persons constituting a quorum for at least one agenda item of the General Meeting of Shareholders fail to check in, the Chairman of the General Meeting of Shareholders shall declare the General Meeting of Shareholders failed.
If within Two (2) hours after declaring the General Meeting of Shareholders adjourned, the persons constituting a quorum for at least one agenda item of the General Meeting of Shareholders do check in, the Chairman of the General Meeting of Shareholders shall declare the General Meeting of Shareholders open.

6.2.5. If the annual General Meeting of Shareholders has no quorum, a reconvened General Meeting of Shareholders with the same agenda shall be held.

If the Extraordinary General Meeting of Shareholders has no quorum, a reconvened General Meeting of Shareholders with the same agenda may be held.

A decision to reconvene the General Meeting of Shareholders shall be made by the Board of Directors.

A reconvened General Meeting of Shareholders called instead of the failed one shall be deemed qualified, if attended by the shareholders owing in the aggregate 30% of the votes attached to the Company's distributed voting shares.

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

6.3.1. The speakers at the General Meeting of Shareholders shall comply with the time limit suggested by the Chairman of the General Meeting of Shareholders.

A shareholder intending to take the floor during a debate on the agenda items of the General Meeting of Shareholders shall submit a written request to the Secretary of the General Meeting of Shareholders.

The request shall contain the shareholder's last name, name and patronymic (company name if the shareholder is a legal entity), the agenda item that the shareholder intends to address in his/her speech, and shall be signed by the shareholder.

The issue shall be served to the Secretary of the General Meeting of Shareholders in writing and shall contain the shareholder's last name, name and patronymic (company name if the shareholder is a legal entity) and shall be signed by the shareholder.

6.3.2. The Secretary of the General Meeting of Shareholders shall transfer the requests and issues received from the shareholders to the Chairman of the General Meeting of Shareholders.

6.3.3. If at the time when the General Meeting of Shareholders is opened, it has a quorum only for certain agenda items, after the discussion of the last of the specified items is over, the representative of the Company Registrar performing functions of the Ballot Committee shall announce whether or not the General Meeting of Shareholders has a quorum for the remaining agenda items.

6.3.4. After completing the discussion of all the agenda items of the General Meeting of Shareholders for which the General Meeting of Shareholders had a quorum, the Chairman of the General Meeting of Shareholders shall declare the discussion of the agenda items completed and the check-in of persons participating in the General Meeting of Shareholders closed.

6.4. Voting at the General Meeting of Shareholders

6.4.1. Voting at the General Meeting of Shareholders held in the form of a meeting shall be taken according to the procedure provided by the Federal Law "On Joint Stock Companies", by other regulations, by the Company's Articles of Association, and hereby.

Voting on the agenda items at the General Meeting of Shareholders shall be taken using the voting ballots.

6.4.2. The persons who have checked in to take part in the General Meeting of Shareholders held in the form of a meeting are entitled to vote on all the agenda items from the time when the General Meeting of Shareholders is opened through the time when the vote count is announced or, if the votes count is not announced, through the closure of the General Meeting of Shareholders.

6.4.3. After completing the discussion of the last agenda item of the General Meeting of Shareholders (the last item with the quorum present), the persons who have not voted until this time shall have thirty (30) minutes to cast their votes.

Upon expiry of the said time period, the Chairman shall announce the commencement of the vote count or closure of the General Meeting of Shareholders.

6.5. Summing up and Announcing the Voting Results on the Agenda Items of the General Meeting of Shareholders. Closing the General Meeting of Shareholders.

6.5.1. The Company Registrar acting as the Ballot Committee shall count the votes and sum up the results of the vote on the agenda items of the General Meeting of the Shareholders according to the requirements of the applicable law.

6.5.2. The resolutions passed by the General Meeting of the Shareholders and the voting results may be announced at the General Meeting of the Shareholders. After the voting results on the agenda items of the General Meeting of Shareholders have been announced, the Chairman shall declare the General Meeting of Shareholders closed.

The resolutions passed by the General Meeting of Shareholders and the voting results shall be communicated to the shareholders as and when provided for by the Federal Law “On Joint Stock Companies”.

6.5.3. If as of the date of determining (recording) the persons entitled to participate in the General Meeting of Shareholders registered in the Company’s shareholder register, a nominee shareholder is such a person, the information in the report on the voting results shall be disclosed to the nominee shareholder in accordance with the rules set out in the securities laws of the Russian Federation governing disclosure of information and materials to the persons exercising their rights attached to the securities.

6.5.4. The minutes of the voting results shall be drawn up and signed by the Company Registrar in duplicate within three (3) business days after the closure of the General Meeting of Shareholders.

The minutes of the General Meeting of Shareholders shall be made in duplicate within three (3) business days from the date when the General Meeting is closed. Both counterparts of the minutes shall be signed by the Chairman and by the Secretary of the General Meeting of Shareholders. Extracts from the Minutes of the General Meeting of Shareholders shall be signed by the Corporate Secretary of the Company.

The resolutions passed by the General Meeting of Shareholders and the voting results shall be communicated to the persons included in the list of persons entitled to participate in the General Meeting of Shareholders in the form of the report on the voting results in the manner established for notification of the General Meeting of Shareholders no later than four (4) business days after the General Meeting of the Shareholders is closed.

7. Proceedings of the General Meeting of Shareholders in the Form of Absentee Vote

7.1. A resolution of the General Meeting of Shareholders may be taken without a meeting (joint presence of shareholders to discuss agenda items and take resolutions on items put on vote) by absentee voting.

7.2. Voting on the issues put on the agenda of the General Meeting of Shareholders held in the form of absentee voting is carried out by voting ballots.

7.3. The completed voting ballots shall be delivered to the Company on or prior to the deadline for submitting the ballots in accordance with the resolution on convening and holding the General Meeting of Shareholders passed in accordance with the Federal Law “On Joint Stock Companies”, with the Articles of Association, and herewith.

If the deadline for submitting the completed voting ballots falls on a public holiday, the deadline for submitting the completed voting ballots shall be the following business day.

The voting ballot submission period shall end on the deadline for submitting the voting ballots at the time when the Company's business day is over in accordance with the established rules.

The shareholders who completed the electronic form of the ballots on the website specified in the notification on holding the General Meeting of Shareholders in the form of absentee voting shall also be deemed to have participated in the General Meeting of Shareholders if such option was provided for by the Board of Directors during preparation of the General Meeting of Shareholders.

7.4. The General Meeting of Shareholders held in the form of absentee voting shall be deemed qualified (has the quorum) if the Company has received voting ballots or voting instructions from the shareholders who in the aggregate hold more than a half of votes of the Company's outstanding voting shares prior to the deadline for submitting the voting ballots.

7.5. The minutes on the voting results shall be made in two copies and signed by the Company Registrar within three (3) business days from the deadline for submitting the voting ballots.

The minutes of the General Meeting of Shareholders shall be made in duplicate within three (3) business days from the deadline for submitting the voting ballots to the Company. Both counterparts of the minutes shall be signed by the Chairman and by the Secretary of the General Meeting of Shareholders. Extracts from the Minutes of the General Meeting of Shareholders shall be signed by the Corporate Secretary of the Company.

The resolutions passed by the General Meeting of Shareholders and voting results shall be made available to the persons included in the list of persons entitled to participate at the General Meeting of Shareholders in the form of a report on the voting results in accordance with the procedure established for notification of the General Meeting of Shareholders no later than four (4) business days from the deadline for submitting the voting ballots.

8. Working Bodies of the General Meeting of Shareholders

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

a) Chairman of the General Meeting of Shareholders;
b) Ballot Committee;
c) Secretary of the General Meeting of Shareholders.

8.2. The Chairman of the Board of Directors shall chair the General Meeting of Shareholders.

In the event that the Chairman of the Board of Directors is absent, the Deputy Chairman of the Board of Directors shall chair the General Meeting of Shareholders.

In the event that the Chairman of the Board of Directors and the Deputy Chairman of the Board of Directors are absent, any member of the Board of Directors shall chair the General Meeting of Shareholders subject to the appropriate decision of the members of the Board of Directors present at the meeting.

If members of the Board of Directors cannot agree on the one of them to chair the General Meeting of Shareholders or if all members of the Board of Directors are absent, the person elected by the shareholders present at the General Meeting of Shareholders shall chair the General Meeting of

Shareholders. The representative of the Company Registrar shall chair during the process of electing the Chairman of the General Meeting of Shareholders.

8.3. The Chairman of the General Meeting of Shareholders shall open and close the meeting, announce the agenda of the General Meeting of Shareholders, and the order of reports on the agenda items, declare the discussion of the agenda items closed and the vote count open, ensure compliance with the procedure for holding the meeting stipulated hereby, and sign the minutes of the General Meeting of Shareholders.

8.4. The Company Registrar shall perform the following functions of the Company's Ballot Committee at the General Meeting of Shareholders:

a) verifying the powers and checking in the persons participating in the General Meeting of Shareholders (shareholders, their representatives, successors);
b) determining presence of the quorum;
c) clarifying the issues arising in connection with the exercise of the voting rights by the Company's shareholders (their representatives, successors) at the General Meeting of Shareholders;
d) explaining the voting procedure on the items put to vote;
e) ensuring the established voting procedure and shareholders' right to participate in the voting;
f) counting of the votes and summing up the voting results;
g) drawing up the minutes on the voting results;
h) transferring the voting ballots to the archive;
i) carrying out any other functions stipulated by the law of the Russian Federation and the Company's Articles of Association, as well as by the contract made between the Company and the Registrar.

8.5. The Secretary of the General Meeting of Shareholders is usually the Corporate Secretary of the Company, unless a different person is elected by the Board of Directors when preparing the General Meeting of Shareholders.

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

a) accepting requests to take the floor during the debate on the agenda items from the persons participating in the General Meeting of Shareholders and accepting questions;
b) transferring the requests and questions submitted by the shareholders to the Chairman of the General Meeting of Shareholders;
c) determining the procedure for holding the General Meeting of Shareholders (key points of the reports);
d) signing extracts from the Minutes of the General Meeting of Shareholders;
e) certifying copies of the documents approved by the General Meeting of Shareholders, including copies of the Minutes of the General Meeting of Shareholders;
f) performing any other functions stipulated hereby and by the Company's Articles of Association.

9. Financial Support for Holding of the General Meeting of Shareholders

9.1. Expenses related to preparation and holding of the General Meeting of Shareholders shall be paid using the Company's funds and shall be included in the Company's budget.

9.2. In the instances provided for by Clause 3.2.5., Paragraph 3 of Clause 3.2.6. hereof, if under a court ruling, the Extraordinary General Meeting of Shareholders is held by the claimant, the expenses associated with preparing and holding the said meeting may be compensated under the resolution of the General Meeting of Shareholders at the Company's expense.

10. Final Provisions

If changes in the laws and regulations of the Russian Federation entail a conflict of certain clauses hereof with such laws and regulations, such clauses shall be deemed null and void, and the Company shall be guided by the laws and regulations of the Russian Federation until this Regulation is revised as it pertains to the matters governed by the said clauses.