



NOVOLIPETSK STEEL

APPROVED

by the General Shareholders' Meeting
of Novolipetsk Steel

Minutes of Meeting No. 45
of December 23, 2016

CHARTER

of Novolipetsk Steel
(revised)

Lipetsk
2016

CONTENTS

CHAPTER 1	GENERAL	
ARTICLE 1	NAME AND DOMICILE OF THE COMPANY.....	4
ARTICLE 2	LEGAL STATUS.....	4
ARTICLE 3	THE COMPANY'S OBJECTIVES AND SCOPE OF ACTIVITIES.....	4
CHAPTER 2	CHARTER CAPITAL, STOCKS, BONDS, AND OTHER SECURITIES. COMPANY'S FUNDS. REGISTER OF THE COMPANY'S SHAREHOLDERS	
ARTICLE 4	CHARTER CAPITAL OF THE COMPANY.....	5
ARTICLE 5	AUTHORIZED SHARES.....	5
ARTICLE 6	BONDS AND OTHER ISSUE-GRADE SECURITIES OF THE COMPANY.....	5
ARTICLE 7	PAYMENT FOR SHARES AND OTHER ISSUE-GRADE SECURITIES.....	6
ARTICLE 8	INCREASE OF CHARTER CAPITAL.....	6
ARTICLE 9	REDUCTION OF CHARTER CAPITAL.....	6
ARTICLE 10	ACQUISITION OF OUTSTANDING SHARES BY THE COMPANY.....	7
ARTICLE 11	FUNDS AND NET ASSETS OF THE COMPANY.....	7
ARTICLE 12	DIVIDEND PAYMENT PROCEDURE.....	7
ARTICLE 13	REGISTER OF THE COMPANY'S SHAREHOLDERS.....	8
CHAPTER 3	RIGHTS OF SHAREHOLDERS	
ARTICLE 14	RIGHTS OF SHAREHOLDERS – OWNERS OF COMMON SHARES.....	9
CHAPTER 4	GENERAL SHAREHOLDERS' MEETING	
ARTICLE 15	SUPREME MANAGEMENT BODY OF THE COMPANY.....	9
ARTICLE 16	COMPETENCE OF THE GENERAL SHAREHOLDERS' MEETING.....	9
ARTICLE 17	RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING.....	10
ARTICLE 18	RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING ADOPTED BY ABSENTEE VOTING (BY POLL).....	11
ARTICLE 19	HOLDING OF THE GENERAL SHAREHOLDERS' MEETING.....	11
ARTICLE 20	NOTICE OF THE GENERAL SHAREHOLDERS' MEETING.....	11
ARTICLE 21	AGENDA OF THE GENERAL SHAREHOLDERS' MEETING.....	11
ARTICLE 22	LIST OF PERSONS ENTITLED TO PARTICIPATE IN THE GENERAL SHAREHOLDERS' MEETING.....	13
ARTICLE 23	INFORMATION TO BE SUBMITTED TO SHAREHOLDERS.....	14
ARTICLE 24	VOTING BALLOT.....	14
ARTICLE 25	QUORUM OF THE GENERAL SHAREHOLDERS' MEETING.....	15
ARTICLE 26	VOTING AT THE GENERAL SHAREHOLDERS' MEETING.....	16
ARTICLE 27	MINUTES OF THE GENERAL SHAREHOLDERS' MEETING.....	16
ARTICLE 28	EXTRAORDINARY GENERAL SHAREHOLDERS MEETING.....	17
CHAPTER 5	BOARD OF DIRECTORS	
ARTICLE 29	GENERAL.....	18
ARTICLE 30	COMPETENCE OF THE BOARD OF DIRECTORS.....	18
ARTICLE 31	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS.....	20
ARTICLE 32	CHAIRMAN OF THE BOARD OF DIRECTORS.....	21
ARTICLE 33	MEETING OF THE BOARD OF DIRECTORS.....	21
ARTICLE 34	CORPORATE SECRETARY OF THE COMPANY.....	22
CHAPTER 6	EXECUTIVE BODIES	
ARTICLE 35	STRUCTURE OF EXECUTIVE BODIES.....	23
ARTICLE 36	MANAGEMENT BOARD.....	23
ARTICLE 37	PRESIDENT (CHAIRMAN OF THE MANAGEMENT BOARD).....	25

ARTICLE 38	COMPETENCE OF THE PRESIDENT (CHAIRMAN OF THE MANAGEMENT BOARD).....	25
CHAPTER 7	RESPONSIBILITY OF MEMBERS OF MANAGEMENT BODIES OF THE COMPANY	
ARTICLE 39	RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE MANAGEMENT BOARD AND THE PRESIDENT (CHAIRMAN OF THE MANAGEMENT BOARD) OF THE COMPANY.....	26
CHAPTER 8	MAJOR TRANSACTIONS. INTEREST IN A TRANSACTION MADE BY THE COMPANY	
ARTICLE 40	MAJOR TRANSACTION.....	27
ARTICLE 41	PROCEDURE FOR RECEIVING CONSENT TO OR SUBSEQUENT APPROVAL OF A MAJOR TRANSACTION.....	28
ARTICLE 42	INTEREST IN A TRANSACTION MADE BY THE COMPANY.....	29
CHAPTER 9	AUDIT COMMISSION OF THE COMPANY	
ARTICLE 43	FORMATION AND COMPETENCE OF THE AUDIT COMMISSION.....	30
ARTICLE 44	INSPECTION (AUDIT) OF FINANCIAL AND ECONOMIC ACTIVITIES OF THE COMPANY.....	31
CHAPTER 10	ACCOUNTING AND RECORDS. AUDITOR OF THE COMPANY	
ARTICLE 45	ACCOUNTING AND ACCOUNTING (FINANCIAL) STATEMENTS OF THE COMPANY.....	31
ARTICLE 46	SAFEKEEPING OF DOCUMENTS.....	31
ARTICLE 47	INFORMATION ON ACTIVITIES OF THE COMPANY.....	31
ARTICLE 48	AUDITOR OF THE COMPANY.....	32
CHAPTER 11	BRANCHES AND REPRESENTATIVE OFFICES	
ARTICLE 49	LEGAL STATUS OF BRANCHES AND REPRESENTATIVE OFFICES.....	32
ARTICLE 50	INFORMATION ON BRANCHES AND REPRESENTATIVE OFFICES.....	32
CHAPTER 12	LIQUIDATION AND REORGANIZATION OF THE COMPANY	
ARTICLE 51	LIQUIDATION OF THE COMPANY.....	32
ARTICLE 52	REORGANIZATION OF THE COMPANY.....	33
ARTICLE 53	OTHER PROVISIONS.....	33

CHAPTER 1. General

Public Joint Stock Company “Novolipetsk Steel” (hereinafter referred to as “the Company”) is a legal entity registered by Decree No. 50 dd. January 28, 1993, by the Head of Municipal Administration of the Levoberezhny District of Lipetsk (State Registration Certificate No.5 Г dd. January 28, 1993).

Article 1. Name and domicile of the Company

1.1. Full name of the Company in Russian: Public Joint Stock Company “Novolipetsk Steel”.

Abbreviated name of the Company in Russian: PJSC NLMK.

Full name of the Company in English: Novolipetsk Steel.

Abbreviated name of the Company in English: NLMK.

The Company is entitled to use the trademarks STINOL, НЛМК and NLMK duly registered under the laws of the Russian Federation.

1.2. Domicile of the Company: 2, Metallurgov sq., Lipetsk, Russia.

Article 2. Legal status

2.1. The Company is a commercial organization with charter capital divided between a certain number of shares certifying the shareholders’ liability rights in respect of the Company and the Company’s rights in respect of its shareholders.

Shareholders shall not be held liable for the Company’s liabilities and shall bear the risk of losses related to its operation to the extent of the value of their owned shares.

The Company is a legal entity, it owns solitary property accounted on its individual balance sheet and can acquire and exercise property and personal non-property rights, incur obligations, sue and be sued in the court of law.

The Company holds a round seal bearing its full corporate name and address in the Russian language; the Company uses its name for stamps and letterheads; has duly registered trademarks and uses other means of visual identification.

The Company has settlement and other accounts in the Russian and foreign currencies opened with Russian credit institutions. Pursuant to the applicable law, the Company has the right to open bank accounts with credit institutions inside and outside the Russian Federation.

2.2. The Company is held liable for its obligations with all of its own assets.

2.3. The Company shall not be held liable for its shareholders’ obligations.

2.4. Neither the government, nor its agencies shall be liable for the Company’s obligations; equally, the Company shall not be liable for the government’s or its agencies’ obligations.

2.5. The Company was set up for an unlimited period of time. The Company may be liquidated in accordance with the provisions of this Charter or requirements of the applicable law.

Article 3. The Company’s objectives and scope of activities

3.1. The main objective of the Company is to make profit.

3.2. The Company may engage in any economic activities in accordance with its objectives as long as they are not in conflict with the laws of the Russian Federation. The Company may engage in any kind of licensed activities provided it has acquired the license.

3.3. Main activities of the Company are:

- production and sale of iron and steel products;
- production and sale of mechanical engineering products (equipment, accessories, tools

- and spare parts);
- industrial construction, rendering construction and public utilities services;
 - production of construction materials, structures, and products;
 - foreign and domestic trade;
 - generation, transmission and distribution of electrical and heat power;
 - manufacture, installation, maintenance, and repair of power facilities, consumer electrical equipment and power units;
 - railway and highway transportation of cargoes; highway passenger transportation;
 - maintenance and operation of railway infrastructure, locomotives, and other railway machinery;
 - recovery, storage, handling, disposal, land filling, destruction of industrial and other wastes (materials and substances);
 - blasting;
 - environmental protection activities (services);
 - activities related to ionizing radiation sources (generating sources);
 - special enciphered communication;
 - operations involving the use of information classified as state secret;
 - educational activities.

CHAPTER 2. Charter capital, stocks, bonds, and other securities. Company's funds. Register of the Company's shareholders

Article 4. Charter Capital of the Company

- 4.1. The charter capital of the Company is RUB 5,993,227,240 (five billion nine hundred ninety three million two hundred twenty seven thousand two hundred and forty) divided into 5,993,227,240 (five billion nine hundred ninety three million two hundred twenty seven thousand two hundred and forty) outstanding common shares with a par value of RUB 1 (one) per share.
- 4.2. The Company's shares are registered book-entry shares.

Article 5. Authorized shares

- 5.1. The Company may distribute common registered shares (authorized shares) in addition to outstanding shares specified in article 4 of this Charter.
- 5.2. The number of such additional shares shall not exceed the number of authorized shares.

Article 6. Bonds and other issue-grade securities of the Company

- 6.1. The Company is entitled to distribute bonds and other issue-grade securities in accordance with the applicable legislation of the Russian Federation.
- 6.2. The distribution of the Company's bonds convertible into shares, and other issue-grade securities convertible into shares, shall be on the basis of the corresponding resolution by the Company's Board of Directors.

Article 7. Payment for shares and other issue-grade securities

- 7.1. Additional shares and other issue-grade securities of the Company distributed by subscription shall be distributed subject to full payment.
- 7.2. Additional shares of the Company distributed by subscription may be paid for in cash, securities, other types of property, by proprietary rights or other rights having monetary value. Payment for additional shares by means of set-off of cash claims to the Company is allowed in case of share distribution by means of private subscription. The form of payment for additional shares and other securities shall be stipulated in the resolution on distribution of such securities. Payment for other issue-grade securities shall only be in cash only.
- 7.3. The payment for additional Company's shares distributed by subscription shall be effected at a price established by the Company's Board of Directors, or at a price set in line with the procedure determined by the Company's Board of Directors, in accordance with the Federal Law "On Joint Stock Companies", which price in no case can be lower than their par value.

Article 8. Increase of Charter Capital

- 8.1. The charter capital of the Company may be increased by increasing the par value of shares or by distribution of additional shares.
- 8.2. Resolution on the increase of the Company's charter capital by increasing the par value of shares shall be passed by the General Shareholders' Meeting.
- 8.3. The resolution to increase the Company's Charter Capital by distributing additional shares shall be adopted by the General Shareholders' Meeting or by the Board of Directors of the Company in accordance with this Charter and the Federal Law "On Joint Stock Companies".

The Resolution of the Company's Board of Directors on the increase of the charter capital of the Company through distribution of additional shares shall be adopted by unanimous vote of the Board of Directors of the Company, provided that the votes of Directors with discontinued membership are disregarded. If no unanimous resolution is reached, the charter capital increase shall be considered by the General Shareholders' Meeting.

- 8.4. The number of additional shares, the method and price of their distribution, the form of payment for additional shares and other conditions of distribution shall be determined by the resolution on the increase of charter capital of the Company by distributing additional shares.
- 8.5. The increase of the Company's charter capital by distributing additional shares may be accomplished at the expense of the Company's property. The increase of the Company's charter capital by increasing the par value of shares shall be accomplished only at the expense of the Company's property.

Article 9. Reduction of Charter Capital

- 9.1. The charter capital of the Company may be reduced by reduction of the par value of shares or by reduction of their total number, including partial purchase and repayment of shares in cases stipulated by the Federal Law "On Joint Stock Companies".
- 9.2. Any reduction of the Company's charter capital by the reduction of the par value of shares or by partial purchase and repayment of shares in order to reduce their total number requires a resolution adopted by the General Shareholders' Meeting.
- 9.3. Within 3 working days after taking a decision on reducing the Company's charter capital, the Company shall advise the authority responsible for state registration of legal entities of this decision, and shall publish a notification of its charter capital reduction, twice with a month's interval, in mass media which cover information on state registration of legal entities (the notification of the Company's charter capital reduction must contain information envisaged by

cl.2 Article 30 of the Federal Law “ On Joint Stock Companies”).

A creditor of the Company, if his rights of demand arose before the notification of the Company’s charter capital reduction was published, within 30 days from the last publication of such a notification shall have the right to request the Company to discharge the respective liability early, and if such an early discharge is impossible – to cancel liabilities and reimburse the losses related thereto.

Article 10. Acquisition of outstanding shares by the Company

10.1. The Company may acquire its outstanding shares upon the resolution of the Board of Directors of the Company, taking into account the limitations specified in the Federal Law “On Joint Stock Companies”.

The shares acquired by the Company do not give any voting rights, are disregarded in the calculation of votes and do not provide any dividend rights. Such shares shall be sold at a price equal to or above their market value not later than 1 year from the date of their acquisition. Upon expiration of this period the General Shareholders’ Meeting shall adopt the resolution on the reduction of the Company’s charter capital by way of repayment of such shares.

10.2. The resolution on share purchase shall stipulate the categories (classes) of shares to be acquired, the number of shares of each category (class) to be acquired by the Company, acquisition price, form and period of payment and the period during which shareholders shall file or recall their notices of sale of their shares to the Company.

Acquisition of shares shall be paid in cash.

10.3. The Company must acquire the shares upon which the acquisition resolution has been adopted, upon shareholders’ notices of sale of their shares to the Company. If the total number of shares covered by the notices of sale to the Company received exceeds the number of shares which the Company can acquire taking into account the limitations set by the Federal Law “On Joint-Stock Companies”, the shares shall be acquired from the shareholders pro rata their applications.

The Company shall give share acquisition notifications to the shareholders not later than 20 days before the beginning of the period during which shareholders shall file or recall their notices of sale of their shares.

Article 11. Funds and net assets of the Company

11.1. The Company shall set up a reserve fund amounting to at least 5 percent of its charter capital. The amount of the reserve fund is determined by the Board of Directors’ resolution. The Company’s reserve fund is generated by mandatory annual installments. Annual allocations shall not be less than 5 per cent of net profit before the reserve fund achieves the size determined by the Board of Directors according to the Company Charter. The reserve fund of the Company is used to cover its damages, as well as to repay the Company’s bonds and acquire its shares if no other funds are available. The reserve fund may not be used for any other purposes.

11.2. The value of the Company’s net assets shall be estimated on the basis of accounting data according to the procedure stipulated by a federal executive body authorized by the Government of the Russian Federation, and by the Central Bank of the Russian Federation in cases provided for by the Federal Law.

Article 12. Dividend payment procedure

12.1. The Company can decide on (declare) the payment of dividends on outstanding shares based on the results of the first quarter, six months, nine months of the reporting year and (or) the

results of the reporting year, unless otherwise stipulated by the applicable legislation of the Russian Federation. The resolution on payment (declaration) of dividends based on the results in the first quarter, six months, nine months of the reporting year can be passed within 3 months from the end of the corresponding period.

The Company shall pay dividends declared on each category (class) of shares, unless otherwise provided for by the Federal Law "On Joint-Stock Companies". The dividends shall be paid either in cash or in other property.

The dividends shall be sourced from the Company's profit after tax (the Company's net profit).

12.2. Resolution on payment (declaration) of dividends shall be adopted by the General Shareholders' Meeting. This decision shall determine the amount of dividends on shares of each category (class), form of payment, dividend payment procedure in a non-cash form, date of determining a list of persons entitled to dividends. At the same time the decision in terms of setting the date of determining the list of persons entitled to dividends, shall only be taken if prompted by the Company's Board of Directors. The amount of dividends shall not exceed the amount advised by the Board of Directors of the Company.

12.3. The date of determining the list of persons entitled to dividends according to the resolution on the payment (declaration) of dividends cannot be set earlier than 10 days from the date of passing a resolution on the payment (declaration) of dividends and later than 20 days from the date of such resolution.

The period of dividend payment to a nominal holder and a custodian who is a professional participant in the securities market, which are registered in the shareholders' register, shall not exceed 10 working days, and to other persons registered in the shareholders' register – 25 working days from the date of determining the list of persons entitled to dividends.

Dividends shall be paid to persons owning shares of a respective category (class) or persons exercising their rights with respect to such shares as per federal laws, as of the end of the trading day on the date of making a list of persons entitled to dividends in line with the resolution on dividend payout.

12.4. The person, which has not received the dividends declared due to the fact that the Company or the registrar do not have accurate and necessary address or bank details, or due to another delay of the creditor, shall be entitled to demand for such dividends (unclaimed dividends) within three years from the date of taking a decision on payment thereof.

Article 13. Register of the Company's shareholders

13.1. The Register of the Company's shareholders shall be kept by a Registrar – a professional participant in the securities market, whose duty shall be the keeping of the register of registered securities' owners in accordance with the contract concluded between the Company and the Registrar on the basis of an appropriate resolution by the Company's Board of Directors.

13.2. The Registrar shall, upon the request of a shareholder or a nominal holder of shares, confirm his/her title to shares by providing an extract from the register of the Company's shareholders, such extract not having the status of a security.

13.3. Persons registered in the register of the Company's shareholders must duly inform the Company's Registrar of any changes in their details, and shall respect the requirements of the register keeping rules pertaining to the submission of information and documents. In case the registered persons fail to provide such information on the change of their details or provide incomplete or incorrect information on the change of such details, neither the Company nor the Registrar shall be held liable for any resulting damages.

CHAPTER 3. Rights of shareholders

Article 14. Rights of Shareholders – owners of common shares

14.1. Each common share of the Company grants a shareholder, its owner, equal measure of property and non-property rights, particularly, the right:

- a) to participate in the management of the Company, including participation in the General Shareholders' Meeting with the right to vote on issues within its competence both personally and by proxy;
- b) to receive dividends, and to receive a part of the Company's property in case of its liquidation;
- c) to sell or otherwise dispose of all and any shares in full or in part to other persons in compliance with the procedure stipulated in the applicable legislation;
- d) to receive information on economic and commercial activities of the Company in compliance with the procedure stipulated in the applicable legislation of the Russian Federation and the Charter of the Company.

CHAPTER 4. General Shareholders' Meeting

Article 15. Supreme management body of the Company

15.1. The supreme management body of the Company is the General Shareholders' Meeting (hereinafter "General Meeting" or "GSM").

Article 16. Competence of the General Shareholders' Meeting

16.1. Competence of the General Shareholders' Meeting includes:

- 1) amendment and supplement of the Charter of the Company or approval of the revised Charter of the Company;
- 2) reorganization of the Company;
- 3) liquidation of the Company, appointment of the liquidation commission and approval of interim and final liquidation balance sheets;
- 4) determination of the number of the Company's Board of Directors, election of its members and early termination of their powers;
- 5) determination of the number, par value, category (class) of authorized shares and rights pertaining thereto;
- 6) increase of the Company's charter capital through an increase of the par value of shares; increase of the Company's charter capital by distributing additional shares by means of open subscription, if the number of additionally distributed shares exceeds 25% of common shares already distributed by the Company; increase of the Company's charter capital by distributing shares by means of private subscription;
- 7) reduction of the Company's charter capital by reducing the par value of shares, by acquisition of a part of shares by the Company in order to reduce their total amount, as well as repayment of shares acquired or repurchased by the Company;
- 8) election of the President (Chairman of the Management Board) and early termination of the President's powers;
- 9) election of members of the Audit Commission of the Company and early termination of their powers;
- 10) appointment of the Company's Auditor;

- 10.1) payment (declaration) of dividends for the first quarter, six months, nine months of the reporting year;
 - 11) approval of annual reports, annual accounting (financial) statements of the Company, as well as the distribution of profit (including payment (declaration) of dividends, excluding payment (declaration) of dividends for the first quarter, six months, nine months of a reporting year) and losses of the Company based on results of the reporting year;
 - 12) determination of the rules for the conduction of the General Shareholders' Meeting;
 - 13) election of members of the Counting Commission and early termination of their powers in case the powers of the Counting Commission are not exercised by the Registrar of the Company in accordance with the requirements of the Federal Law "On Joint Stock Companies";
 - 14) splitting and consolidation of shares;
 - 15) adopting resolutions on consent to or on subsequent approval of transactions in cases stipulated by Article 83 of the Federal Law "On Joint Stock Companies";
 - 16) adopting resolutions on consent to or on subsequent approval of major transactions in cases stipulated by Article 79 of the Federal Law "On Joint Stock Companies";
 - 17) acquisition of outstanding shares by the Company in cases stipulated by the Federal Law "On Joint Stock Companies";
 - 18) decision-making on participation in financial and industrial groups, associations and other unions of commercial organizations;
 - 19) approval of internal documents regulating activities of the Company's bodies;
 - 19.1) adopting a resolution on filing a statement on the de-listing of Company's shares and (or) Company's issue-grade securities convertible into its shares;
 - 20) decision-making on other issues provided for by the Federal Law "On Joint Stock Companies" and/or this Charter.
- 16.2. Issues that fall within the competence of the GSM cannot be remitted to the competence of the Company's executive body, unless otherwise stipulated by the Federal Law "On Joint Stock Companies".

The issues within the competence of the GSM may not be transferred to the competence of the Board of Directors of the Company, except the issues stipulated in the Federal Law "On Joint Stock Companies".

Article 17. Resolution of the General Shareholders' Meeting

- 17.1. Shareholders – owners of common shares of the Company – have the right to vote at the GSM upon issues put to vote.
- 17.2. Resolution of the GSM upon an issue put to vote shall take effect if passed by the majority of owners of the Company's voting shares participating in the Meeting, unless otherwise stipulated in the Federal Law "On Joint Stock Companies" and the Charter of the Company.
- 17.3. Resolutions upon the issues set forward in sub-clauses 2, 6, 14-19 clause 16.1 section 16 Chapter 4 of this Charter may be put on the agenda of the GSM only upon the corresponding proposal of the Board of Directors.
- 17.4. The procedure of the General Shareholders' Meeting shall be determined by the Charter and the Regulations on the General Shareholders' Meeting approved by the resolution of the GSM.
- 17.5. The General Shareholders Meeting shall not be entitled to adopt resolutions on issues not

included into the agenda, or change the agenda.

Article 18. Resolution of the General Shareholders' Meeting adopted by absentee voting (by poll)

18.1. Resolution of the GSM may be adopted without holding an actual meeting (joint presence of shareholders) - by means of absentee voting (by poll).

Resolution of the General Shareholders' Meeting on such issues as election of the Board of Directors, Audit Commission, approval of the Auditor of the Company and on other matters stipulated by the Federal Law "On Joint-Stock Companies" cannot be adopted by absentee voting (by poll).

18.2. Absentee voting shall be held by means of voting ballots issued in compliance with the requirements of the Charter and the applicable legislation of the Russian Federation.

Article 19. Holding of the General Shareholders' Meeting

19.1. The Annual General Shareholders' Meeting is held not earlier than two months and not later than six months after the reporting year closure. Alongside annual meetings, Extraordinary General Shareholders' Meetings can be held (hereinafter referred to as "Extraordinary Meetings").

19.2. Date, time and venue of the General Shareholders' Meeting, the procedure of its preparation and holding shall be determined by the Board of Directors in line with the provisions of the Company Charter and the Regulations on the General Shareholders' Meeting.

The general meeting venue can be determined by the Board of Directors in any residential area of the Russian Federation.

Article 20. Notice of the General Shareholders' Meeting

20.1. Shareholders shall be notified of the GSM in accordance with the resolution of the Board of Directors of the Company by posting information on NLMK's website in the Internet (www.nlmk.com). The notification on the General Shareholders' Meeting holding shall be posted not later than 30 days prior to the date of the Meeting, unless a longer term is envisaged by law.

20.2. Notice of the General Shareholders' Meeting convocation shall contain the following information:

- full corporate name of the Company and its domicile;
- form of the General Shareholders' Meeting (meeting or absentee voting);
- date, place and time of the General Shareholders' Meeting, or the deadline for accepting voting ballots if the General Shareholders' Meeting is held in the form of absentee voting, mailing address to which filled-in ballots shall be mailed;
- the date upon which the persons entitled to participate in the General Shareholders' Meeting are determined;
- the agenda of the General Shareholders' Meeting;
- the procedure of submitting information (materials) for consideration during the preparation period, and the address (addresses) at which such information is available.

Article 21. Agenda of the General Shareholders' Meeting

21.1. The Board of Directors of the Company shall determine the agenda of the GSM during the preparation period.

Shareholders (a shareholder) holding not less than 2 per cent of the Company's voting shares in

aggregate are entitled to suggest issues to be included in the agenda of the Annual General Shareholders' Meeting and nominate candidates to the Company's Board of Directors, Internal Audit Commission, and Counting Commission the number of whom cannot exceed the number of members of the respective body, as well as a candidate for the position of the President (Chairman of the Management Board). Such suggestions are to be received by the Company no later than 60 days after the reporting year closure.

21.2. In case the agenda of the Extraordinary Shareholders' Meeting contains an issue of electing members of the Company's Board of Directors or President (Chairman of the Management Board), the Company's shareholders (shareholder) owning not less than 2 per cent of the Company's voting shares in aggregate are entitled to propose candidate members the number of whom cannot exceed the quantitative composition of the Company's Board of Directors, as well as a candidate for the position of the President (Chairman of the Management Board). Such proposals are to be received by the Company not later than 30 days prior to the date of the Extraordinary General Shareholders' Meeting.

21.3. A proposal on inclusion of issues in the agenda of the General Shareholders' Meeting and a suggestion on candidates are to be made in writing indicating the name of the shareholders (shareholder) submitting them, the quantity and category (type) of owned shares, and shall be signed by the shareholders (shareholder) or their representatives.

If the proposal is signed by the shareholders (shareholder) whose share rights are accounted by custody accounts in the depository, such proposal shall be accompanied with a custody account statement in the depository that accounts rights for the subject shares.

21.4. A proposal on issues inclusion into the agenda of the General Shareholders' Meeting shall contain the wording of each proposed issue, while a proposal on candidates shall contain the name and the details of the identification document (series and (or) number of the document, the date and place of its issue, the authority which issued the document) of each proposed candidate, name of the body to which that candidate is proposed, other data on him/her provided for by the Company's internal documents, as well as the candidate's written consent to take the position. A proposal on issues inclusion into the agenda of the General Shareholders' Meeting can include the wording of a resolution on each proposed issue.

21.5. The Board of Directors of the Company shall consider the received proposals and decide on including them in the agenda of the General Shareholders' Meeting or on rejecting them within five days from the expiration of time periods stipulated in clauses 21.1 and 21.2 of this Section of the Charter. An issue proposed by shareholders (a shareholder) is subject to inclusion into the agenda of the General Shareholders' Meeting as well as proposed candidates are subject to inclusion into the voting list for election to the Company's respective body, except if:

- shareholder(s) fail to comply with the terms stipulated in clauses 21.1 and 21.2 of this Section;
- shareholder(s) do not hold the voting shares of the Company in the quantity stipulated in clauses 21.1 and 21.2 of this Section;
- the proposal does not comply with the requirements stipulated in clauses 21.3 and 21.4 of this Section;
- the issue proposed for the agenda of the General Shareholders' Meeting is beyond its competence and/or does not comply with the requirements of the Federal Law "On Joint Stock Companies" and other legislation of the Russian Federation.

21.6. A justified resolution of the Company's Board of Directors on refusal to include a proposed issue into the agenda of the General Shareholders' Meeting or to include a candidate into a voting list for election to the Company's respective body shall be sent to shareholders

(shareholder) who put forward the issue or nominated the candidate not later than 3 days from the date of its adoption. When the proposals come from persons not registered in the Company's shareholder register who had issued an order (instruction) to the person keeping records of their share rights, the aforementioned resolution of the Company's Board of Directors shall be sent to such persons not later than 3 days from its adoption in accordance with the rules of Russian laws on securities regarding the submission of information and materials to persons exercising their rights to securities.

- 21.7. The Board of Directors is not entitled to change the wording of issues proposed to be included into the agenda of the General Shareholders' Meeting and the wording of resolutions on such issues.

Besides the issues to be included in the agenda of the General Shareholders' Meeting and candidates to the Company's management and control bodies proposed by shareholders, the Board of Directors has the right to include issues in the agenda of the General Shareholders' Meeting and/or candidates in the voting list at the Company's General Shareholders' Meeting at its discretion.

Article 22. List of persons entitled to participate in the General Shareholders' Meeting

- 22.1. The list of persons entitled to participate in the General Shareholders' Meeting shall be compiled in accordance with the rules of Russian laws on securities for the compilation of the list of persons exercising their rights to securities, as of the date determined by the Board of Directors.

The date as of which the persons entitled to participate in the Company's General Shareholders' Meeting are determined may not be set earlier than 10 days from the date of decision to hold the General Shareholders' Meeting, and earlier than 25 days before the date of the General Shareholders' Meeting, and in the case provided for by clause 2 of Article 53 of the Federal Law "On JSC", earlier than 55 days before the date of the General Shareholders' Meeting.

If the agenda of the General Shareholders' Meeting contains an issue related to the reorganization of the Company, the date as of which the persons entitled to participate in such a meeting are determined may not be set earlier than 35 days before the date of the General Shareholders' Meeting.

The information on the date of compiling the list of persons entitled to participate in the shareholders' meeting, is to be disclosed according to the procedure provided for by the current RF legislation, not less than 7 days before such a date.

In case of transfer of shares after the date of compiling the list, but prior to the date of the general meeting, the person included into the list of persons entitled to participate in the GSM shall issue to the acquirer a proxy for voting or vote at the General Meeting in accordance with instructions of the acquirer, if the share transfer contract permits so.

- 22.2. The list of persons entitled to participate in the General Shareholders' Meeting, excluding information on the declaration of will of such persons, will be made available by the Company for review upon requests of the persons included in that list and holding not less than 1 percent of the votes. Information that would enable the identification of individuals included in the list with the exception of their full name, is only disclosed based on prior consent from those persons.

Upon request of any interested person, not later than the following working day from the receipt of such a request to make the list of persons entitled to participate in the General Shareholders' Meeting, the register holder must provide a note to such a person certifying that such person is included in the list of persons entitled to participate in the General Shareholders'

Meeting, otherwise a note certifying that such a person is not included in the said list.

- 22.3. The list of persons entitled to participate in the General Shareholders' Meeting may be amended only to recover infringed rights of the persons not included in the list of persons entitled to participate in the General Shareholders' Meeting as of the date of its compiling or to correct the mistakes made during its compiling.

Article 23. Information to be submitted to shareholders

- 23.1. Information (materials) subject to distribution to the persons entitled to participate in the General Shareholders' Meeting in the course of preparation for the General Shareholders' Meeting shall include: annual report of the Company and the Audit Commission's opinion based on its audit, annual accounting (financial) statements, the Auditor's opinion and the Audit Commission's opinion upon the results of audit of such statements, information on the candidate (candidates) for election to the executive bodies of the Company, the Board of Directors of the Company, the Audit Commission of the Company, the Counting Commission of the Company, draft amendments and additions to the Charter of the Company or the revised draft Charter of the Company, draft internal documents of the Company, draft resolutions of the General Shareholders' Meeting and information envisaged by Article 32.1 of the Federal Law "On Joint Stock Companies" on shareholder agreements, entered into within the year prior to the date of the General Shareholders' Meeting, opinion of the Board of Directors of the Company on a major transaction, report on interested-party transactions concluded in the reporting year, as well as information (materials) provided for by the Charter of the Company.

Persons entitled to participate in the General Shareholders' Meeting can obtain the said information (materials) for review at the premises of the executive bodies of the Company and other places at the addresses specified in the notification of the General Shareholders' Meeting within 30 days prior to the General Shareholders' Meeting.

Information (materials), subject to provision to the persons entitled to participate in the General Shareholders' Meeting, shall be posted within the timeframe outlines above at NLMK's website (www.nlmk.com).

Persons entitled to participate in the Company's General Shareholders' Meeting can receive copies of the stated documents upon request sent in writing to the Company's executive body for a fee.

Article 24. Voting ballot

- 24.1. Voting ballot shall be handed over against written acknowledgement to each of the persons (their proxies) entitled to participate in the General Shareholders' Meeting, registered for participation in the General Shareholders' Meeting, unless otherwise required by the Federal Law "On Joint-Stock Companies".

The voting ballot shall, not later than 20 days before the General Shareholders' Meeting, be mailed or hand-delivered against written acknowledgement to each person registered in the Company's shareholder register and entitled to participation in the General Shareholders' Meeting.

The voting ballot shall be sent by registered mail to the addresses, given in the shareholder register, or as an e-message to the shareholder's e-mail address specified in the Company's shareholder register.

- 24.2. The voting ballot shall contain the following information:

- full corporate name of the Company and its domicile;
- form of the General Shareholders' Meeting (meeting or absentee voting);

- date, place and time of the General Shareholders' Meeting, or when the General Shareholders' Meeting is held in the form of absentee voting, the final date of accepting voting ballots;
- wordings of resolutions on each issue (name of each candidate) voted by this ballot;
- voting alternatives on each issue of the agenda expressed as "yes", "no" or "abstained";
- statement that the voting ballot must be signed by a person entitled to participate in the General Shareholders' Meeting or by his/her proxy.

In case of cumulative voting the voting ballot shall contain the appropriate information and the explanation of the nature of cumulative voting.

- 24.3. In case of holding the General Shareholders' Meeting, except for absentee voting, the persons from the list of persons entitled to participate in the General Shareholders' Meeting or their proxies can register for participation in such a meeting or submit their filled-in voting ballots to the Company.

Article 25. Quorum of the General Shareholders' Meeting

- 25.1. The General Shareholders' Meeting is considered valid (has a quorum) in case the shareholders present possess more than a half of votes provided by outstanding voting shares of the Company.

The shareholders are considered present at the General Shareholders' Meeting if they register for participation in that meeting or the ballots of such shareholders are received not later than 2 days before the date of the General Shareholders' Meeting. In case of absentee voting, the shareholders are considered present at the General Shareholders' Meeting if the ballots of such shareholders are received before the deadline for the receipt of ballots.

Shareholders are considered to have participated in the General Shareholders' Meeting if, according to the rules of Russian laws on securities, they had issued orders (instructions) on voting to persons keeping records of their share rights, on the condition that information on their declarations of intent is received at least 2 days before the General Shareholders' Meeting or before the deadline for receiving voting ballots in case the General Shareholders' Meeting is held in the form of absentee voting.

In case the agenda of the General Shareholders' Meeting includes the issues, which shall be voted by different composition of voters, the quorum shall be determined separately in respect of such issues.

- 25.2. In case there is no quorum for the Annual General Meeting, the second General Shareholders' Meeting with the same agenda shall be held. In case there is no quorum for the Extraordinary General Shareholders' Meeting, the second General Shareholders' Meeting with the same agenda may be held.

The second General Shareholders' Meeting is considered valid (has a quorum) in case the shareholders present possess not less than 30% of votes provided by outstanding voting shares of the Company.

The notice of the second General Shareholders' Meeting shall be provided in accordance with the requirements of the Federal Law "On Joint Stock Companies".

- 25.3. In case the second General Shareholders' Meeting is held less than 40 days after the invalid General Shareholders' Meeting of the Company, the list persons entitled to participate in such a General Shareholders' Meeting shall be determined (set) as of the date of determining the persons who were entitled to participate in the invalid General Shareholders' Meeting.

Article 26. Voting at the General Shareholders' Meeting

26.1. Voting at the General Shareholders' Meeting shall be held in compliance with the principle: "one voting share of the Company – one vote", unless the voting is cumulative.

26.2. In case of the voting by voting ballots the votes shall only be taken into account if only one voting alternative upon the issue is chosen by the voter. The voting ballots filled in with a violation of this requirement shall be considered invalid and the votes upon the appropriate issues shall not be accounted.

In case the voting ballot contains several issues put to a vote, failure to comply with the said requirements in respect of one or several issues does not cause invalidity of the whole voting ballot.

Voting by ballots is equivalent to Company's Registrar receiving opinions of the persons entitled to participate in the General Shareholders' Meeting who are not registered in the Company's shareholder register and who had issued orders (instructions) on voting to persons keeping records of their share rights, in line with the requirements of Russian laws on securities.

26.3. The functions of the Company's Counting Commission shall be performed by the Company's Registrar.

The Counting Commission shall check the powers of and register persons participating in the General Shareholders' Meeting, determine the quorum of the General Shareholders' Meeting, clarify issues arising in connection with exercising the voting rights by the shareholders (their proxies) at the General Meeting, clarify the voting procedure on the issues put to vote, ensure compliance with the prescribed voting procedure and the observance of shareholders' voting rights, count the votes and calculate the results of the voting, compile the protocol of the voting, which shall be signed by the members of the Counting Commission, and after that shall transfer the voting ballots to the Company archive.

26.4. The protocol of the voting shall be attached to the minutes of the General Shareholders' Meeting.

26.5. The decisions taken by the General Shareholders' Meeting and voting results may be announced at the General Shareholders' Meeting, where the voting took place, and brought to the notice of persons listed as entitled to participation in the General Shareholders' Meeting, in the form of a report on the voting results posted on NLMK's Internet web-site (www.nlmk.com) within the time frames provided for by the Federal Law "On Joint-Stock Companies".

If on the date of determining the persons entitled to participate in the General Shareholders' Meeting a person registered in the Company's shareholder register is a nominee shareholder, then the information from the report on voting results shall be presented to the nominee shareholder in line with the rules of Russian laws on securities regarding the submission of information and materials to persons exercising security rights.

Article 27. Minutes of the General Shareholders' Meeting

27.1. The minutes of the General Shareholders' Meeting shall be compiled within 3 working days from the date of closing the General Shareholders' Meeting at least in 2 counterparts. All copies of the minutes shall be signed by the Chairman of the General Shareholders' Meeting and the Secretary of the General Shareholders' Meeting.

27.2. The minutes of the General Shareholders' Meeting shall contain the following information:

- place and date of the General Shareholders' Meeting;
- the total number of votes held by shareholders - owners of voting shares of the Company;
- the number of votes held by the shareholders present at the meeting;

- the Chairman (Presidium) and the Secretary (Secretariat) of the meeting, the agenda of the meeting.

The minutes of the General Shareholders' Meeting of the Company shall reflect the executive summaries of speeches, issues put to vote and the results of voting upon such issues, resolutions adopted by the Meeting.

Article 28. Extraordinary General Shareholders Meeting

28.1. Extraordinary General Shareholders' Meeting shall be held according to the resolution of the Board of Directors of the Company passed at its own discretion, upon the request of the Audit Commission of the Company, the Auditor of the Company as well as shareholders (a shareholder) owning no less than 10 per cent of voting shares of the Company at the date of the request. The Extraordinary General Shareholders' Meeting is to be convened by the Company's Board of Directors and to be held within 40 days from the date of submission of the a/m request of convocation of the Extraordinary General Shareholders' Meeting by the Company's Audit Commission, Auditor, or shareholders. In case the proposed agenda of the Extraordinary General Shareholders' Meeting contains the issue of election of members of the Company's Board of Directors and in case the Company's Board of Directors is bound to make a decision on holding the extraordinary General Shareholders' Meeting in order to elect members of the Company's Board of Directors in accordance with the Federal Law "On Joint Stock Companies", such General Shareholders' Meeting shall be held within the terms set by the effective legislation of the Russian Federation.

28.2. The request for the Extraordinary Shareholders' Meeting holding shall contain issues to be included into the Meeting agenda. The request for holding the Extraordinary General Shareholders' Meeting can contain wordings of resolutions on each of these issues as well as suggestions on the General Shareholders' Meeting holding form.

The Company's Board of Directors is not entitled to change the wording of the agenda issues, the wording of the resolutions on such issues and to change the suggested form of Extraordinary Shareholders' Meeting holding convened upon the request of the Company's Audit Commission, the Company's Auditor or shareholders (shareholder) owing not less than 10 percent of the Company's voting shares.

28.3. If the extraordinary General Shareholders' Meeting is initiated by shareholders (a shareholder), their demand must contain the names of such shareholders (shareholder) requesting the convocation, and quantity and category (type) of shares owned by them (him/her).

If the demand to convene the Extraordinary General Shareholders' Meeting is initiated by shareholders (a shareholder) whose share rights are accounted by custody accounts in the depositary, such demand shall be accompanied with a custody account statement in the depositary that accounts rights for the subject shares.

The request to convene the Extraordinary General Shareholders' Meeting shall be signed by the persons (person) requesting the Extraordinary General Shareholders' Meeting convocation.

28.4. The Board of Directors shall make a decision on the Extraordinary General Shareholders' Meeting convocation or on refusal to call it within 5 days from the date of the demand submission by the Company's Audit Commission, Auditor or shareholders (shareholder) owning not less than 10 percent of the Company's voting shares.

Decision on refusal to convene the Extraordinary General Shareholders' Meeting upon the request of the Company's Audit Commission, Auditor or shareholders (shareholder) owning not less than 10 percent of the Company's voting shares can be made in case:

- the procedure of the request submission for convocation of the General Shareholders'

Meeting has been violated;

- the shareholders (shareholder) requesting the Extraordinary Shareholders' Meeting convocation do not possess the required quantity of the Company's voting shares;
- none of the issues proposed to be included into the agenda of an Extraordinary General Shareholders' Meeting is referred to its competence and (or) complies with the requirements of the Federal Law "On Joint Stock Companies" and other legal acts of the Russian Federation.

28.5. Resolution of the Company's Board of Directors on the Extraordinary General Shareholders' Meeting convocation or its justified resolution to refuse to call it shall be sent to the persons who requested its convocation by registered mail with return receipt not later than 3 days from the day of adopting such a resolution. If a request to call an Extraordinary General Shareholders' Meeting is received by the Company from persons not registered in the Company's shareholder register who had issued an order (instruction) to the person keeping records of their share rights, the said resolution of the Company's Board of Directors shall be sent to such persons not later than 3 days from its adoption in accordance with the rules of Russian laws on securities regarding the submission of information and materials to persons exercising their rights on securities.

28.6. Should the resolution on the Extraordinary General Shareholders' Meeting convocation not be adopted or should the resolution to refuse to call the Extraordinary General Shareholders' Meeting be adopted within the stated period by the Company's Board of Directors, the Company's body or the persons demanding its convocation are entitled to go to court with a demand to compel the Company to hold the Extraordinary General Shareholders' Meeting.

CHAPTER 5. Board of Directors

Article 29. General

29.1. The Board of Directors of the Company shall exercise general management of the Company's activities with the exception of the issues referred by this Charter to the competence of the General Shareholders' Meeting.

29.2. The Board of Directors consists of 9 members.

29.3. The Board of Directors is entitled to form the Committees comprised from the members of the Board of Directors. The procedures for setting up and operation of the Committees, their functions and powers shall be determined by appropriate provisions approved by the Board of Directors of the Company.

29.4. Remunerations can be paid and expenses related to the performance of their functions by the members of the Board of Directors can be reimbursed to the members of the Board of Directors within the period of their duties execution. Amounts of such remunerations and compensation shall be determined by the Regulation on remuneration of members of NLMK's Board of Directors approved by the resolution of the General Shareholders' Meeting of the Company.

Article 30. Competence of the Board of Directors

30.1. The Board of Directors of the Company operates in accordance with the Federal law "On Joint Stock Companies", the Charter, Regulation on the Board of Directors approved by the General Shareholders' Meeting of the Company.

30.2. The competence of the Board of Directors of the Company includes general management of the Company with the exception of the issues referred by this Charter and the Federal Law "On Joint Stock Companies" to the competence of the General Shareholders' Meeting.

The following issues shall be within the jurisdiction of the Board of Directors of the Company:

- 1) definition of priorities of the Company's business;
- 2) convocation of the Annual and Extraordinary General Shareholders' Meetings, except for the cases, stipulated by clause 8 Article 55 of the Federal Law "On Joint Stock Companies";
- 3) approval of the agenda of the General Shareholders' Meeting;
- 4) setting the date on which the list of persons entitled to participate in the General Shareholders' Meeting shall be compiled and other issues referred to the competence of the Board of Directors of the Company in accordance with the Federal Law "On Joint Stock Companies" and related to preparation and holding of the General Shareholders' Meeting;
- 5) approval of long-term plans and Company's major activities programs, approval of the Company's budget;
- 6) preliminary approval of the Company's annual reports;
- 7) increase of the charter capital of the Company through distributing additional shares by the Company at the expense of the Company's property limited to the amount of authorized shares;
- 8) increase of the charter capital of the Company through distribution of additional shares by the Company by means of public subscription if the number of shares additionally distributed does not exceed 25 percent of outstanding common shares of the Company;
- 9) acquisition of shares placed by the Company in accordance with cl.2 art.72 of the Federal law "On joint-stock companies";
- 10) approval of decisions on emission of securities, prospectus, report on securities issue results, amendment and revision thereof;
- 11) distribution of additional shares by the Company, into which privileged shares of a certain type, convertible into common shares or privileged shares of other types, distributed by the Company, are convertible, as long as such distribution does not entail an increase of the Company's charter capital, as well as distribution of bonds or other issue-grade securities by the Company except shares;
- 12) determining the price (monetary estimation) of property, the price of distribution and repayment of issue-grade securities in cases provided for by the Federal Law "On Joint Stock Companies";
- 13) acquisition of bonds and other securities distributed by the Company in cases provided for by the Federal Law "On Joint Stock Companies" or other federal laws;
- 14) forming the Company's Management Board, defining the number of members and the structure thereof, approving the personal composition of the Management Board, early termination of their powers, defining terms and conditions of the contract and establishing the amount of remunerations and compensation paid to the Company's President (Chairman of the Management Board) and to members of the Management Board, negotiating their combining offices in the controlling bodies in other companies, holding Management Board members responsible for a default of their obligations in material, disciplinary and other terms;
- 15) issuing recommendations to the General Shareholders' Meeting concerning the amount of remunerations and compensations paid to members of the Audit Commission of the Company and determining the amount of the Auditor's remuneration;

- 16) issuing recommendations to the General Shareholders' Meeting concerning the amount of dividends on shares and procedure for their payment;
- 17) recommendations to the General Shareholders' Meeting on the procedure for the distribution of profits and losses based on the results of the reporting year;
- 18) application of the Reserve Fund resources and the resources of other funds of the Company;
- 19) approval of internal documents of the Company, with the exception of internal documents which are subject to approval by the General Shareholders' Meeting in accordance with this Charter and the Federal Law "On Joint Stock Companies" and other internal documents of the Company which are subject to approval by the President (Chairman of the Management Board) in accordance with this Charter;
- 20) filing an application on the listing of the Company's shares and (or) issue-grade securities convertible into Company's shares;
- 21) consent to the conclusion of or subsequent approval of transactions in cases provided for by the Federal Law "On Joint Stock Companies";
- 22) consent to the conclusion of or subsequent approval of transactions in cases provided for by Chapter XI of the Federal Law "On Joint Stock Companies";
- 23) approval of the Registrar of the Company and terms and conditions of the contract therewith, termination of contract with the Registrar of the Company;
- 24) suspension of powers of the President (Chairman of the Management Board);
- 25) appointment of the interim President (Chairman of the Management Board);
- 26) adopting resolutions on the Company's participation or on the cessation of the Company's participation in other entities, if the value of the acquired (alienated) property makes more than 2 per cent of the Company's assets book value as of the last reporting date (excluding the entities, specified in sub-item 18 of item 16.1 Article 16 of this Charter);
- 27) formation of Committees with the Board of Directors, approval of internal documents regulating activities of such Committees;
- 28) approval of a resolution on appointment and dismissal of Audit Director;
- 29) approval of a candidate to the position of Corporate Secretary and termination of his/her powers;
- 30) other issues in compliance with the Federal Law "On Joint Stock Companies" and this Charter.

30.3. The matters that fall within the competence of the Company's Board of Directors cannot be remitted to the discretion of the executive body of the Company.

Article 31. Election of members of the Board of Directors

31.1. Members of the Board of Directors are elected by cumulative voting for the period until the next annual meeting. The candidates who have polled the majority of votes are considered elected to the Board of Directors of the Company.

31.2. In case the annual General Shareholders' Meeting of was not held within the periods stipulated in this Charter or the Federal Law "On Joint Stock Companies", the powers of the Board of Directors of the Company shall terminate, except the powers on arrangement, convocation and conduct of the Annual General Shareholders' Meeting.

- 31.3. Powers of the Board of Directors may be early terminated in respect of all members of the Board by resolution of the General Shareholders' Meeting.
- 31.4. Members of the Company's Management Board may not comprise more than one fourth of the Board of Directors of the Company.

Article 32. Chairman of the Board of Directors

- 32.1. The Chairman of the Board of Directors of the Company shall be elected by members of the Board of Directors of the Company from among them by the majority of total number of votes in the Board of Directors.

The President (Chairman of the Management Board) may not simultaneously be the Chairman of the Board of Directors of the Company.

The Board of Directors may at any time re-elect its Chairman by the majority of votes of members in the Board of Directors if the issue on re-election is included in the agenda of a meeting of the Board of Directors.

- 32.2. The Chairman of the Board of Directors arranges its work, convenes meetings of the Board of Directors and presides at such meetings, arranges for keeping minutes at the meetings, presides at the General Shareholders' Meeting or delegates the powers of presiding at the General Shareholders' Meeting to another member of the Board of Directors.
- 32.3. In the absence of the Chairman of the Board of Directors, his duties shall be performed by the Deputy Chairman or by a member of the Board of Directors in accordance with the resolution of the Board of Directors.

Article 33. Meeting of the Board of Directors

- 33.1. The Board of Directors operates in the form of meetings held in accordance with the Schedule approved by the Company's Board of Directors. Meetings of the Board of Directors shall be held on a regular basis not less than 6 times per year.
- 33.2. Meetings of the Board of Directors may be held by absentee voting (by ballot) at the discretion of the Chairman of the Board of Directors. The resolution of the Chairman of the Board of Directors on holding a meeting by poll shall contain the text of issues included in the agenda, the form of voting ballot, the list of information (materials) provided to members of the Board of Directors, the date of sending ballots and information (materials) to members of the Board of Directors, the date and address to which ballots shall be sent for voting by poll.

In case of holding the meeting of the Board of Directors of the Company in the form of absentee vote (by poll) resolution of the Board of Directors is considered passed if it polled a majority of votes given by the elected members of the Board of Directors.

Information on the results of voting shall be provided to the members of the Board of Directors in writing within five days.

- 33.3. Extraordinary meetings of the Board of Directors may be summoned by the Chairman of the Board of Directors at his own discretion, upon request of a member of the Board of Directors, Audit Commission, Auditor, the President (Chairman of the Management Board) and shareholder(s) possessing not less than 2 percent of voting shares of the Company. The form of meeting shall be determined by the person requesting to convene the Board of Directors meeting. The procedure of convocation and conduct of meetings shall be determined by the Board of Directors.
- 33.4. A member of the Board of Director not present at the meeting of the Board of Directors shall notify the Chairman of the Board of Directors of his absence in good time.

- 33.5. A member of the Board of Directors not present at the meeting of the Board of Directors may submit to the Chairman of the Board of Directors in advance an opinion in writing on the issues included in the agenda of the meeting of the Company's Board of Directors.
- 33.6. Quorum for the holding of a meeting of the Company's Board of Directors shall not be less than 5 elected members of the Company's Board of Directors. In case the number of members of the Company's Board of Directors becomes less than 5, the Company's Board of Directors is obliged to make a decision on holding an extraordinary general shareholders' meeting for election of a new Board of Directors. The remaining members of the Board of Directors may only adopt resolutions on convocation of such Extraordinary General Shareholders' Meeting.
- 33.7. Resolutions at meetings of the Board of Directors shall be adopted by open voting by simple majority of members of the Board of Directors present at the meeting, unless otherwise provided for by this Charter and the Federal Law "On Joint Stock Companies". Each member of the Board of Directors shall have one vote at meetings of the Board of Directors. Transfer of the voting right by a member of the Board of Directors to another person, including another member of the Board of Directors, is not allowed.
- 33.8. The minutes shall be kept at the meetings of the Board of Directors. The minutes of meetings of the Board of Directors shall be compiled not later than 3 days following the respective meeting.
- The minutes of the Board of Directors meeting shall specify place and date of the meeting, persons present at the meeting, the agenda of the meeting, issues put to a vote, the results of voting upon such issues and the resolutions adopted.
- The minutes of the meeting of the Board of Director shall be signed by the member presiding at the meeting who is responsible for the accuracy of the minutes and by the Corporate Secretary, and shall be affixed by the seal of the Corporate Secretary of the Company. The opinions of Board members in attendance at the respective meeting, expressed in writing and personally endorsed thereby, shall be attached to the minutes of meeting.
- 33.9. The agenda of the meeting of the Board of Directors shall be drafted by the Chairman of the Board of Directors in accordance with proposals of persons entitled to request the convocation of a meeting of the Board of Directors.
- 33.10. Notification of meetings of the Board of Directors shall be sent to each member of the Board of Directors personally in writing by registered mail or by wire with return receipt not later than 7 consecutive days prior to the date of the meeting. The notification shall include the information on the date and place of the meeting and the list of issues included into the agenda, which may not be changed afterwards. Information (materials) concerning the issues included in the agenda of the meeting shall be sent to members of the Board of Directors simultaneously with the notification of the meeting of the Board of Directors. In case the meeting of the Board of Directors is convened in order to consider the issue on the summons of the Extraordinary Shareholders' Meeting, notifications of the meeting of the Board of Directors shall be sent by facsimile not later than 2 days prior to the date of the meeting.

Article 34. Corporate secretary of the Company

- 34.1. The Board of Directors of the Company shall approve the candidate for the Corporate Secretary of the Company proposed by the Chairman of the Board of Directors.
- 34.2. The Corporate Secretary assists the Chairman of the Board of Directors in convocation and conduct of meetings of the Board of Directors and provides arrangement and holding of the General Shareholders' Meeting in accordance with the requirements of the applicable legislation, the Charter and internal documents of the Company on the basis of the resolution on the General Shareholders' Meeting.

The Secretary authorizes copies of constituent (internal) documents of the Company, (extracts from) minutes of meetings of the Board of Directors, Management Board, and Company's general shareholders' meeting, and other documents with his signature and stamp.

34.3. Activities of the Corporate Secretary of the Company shall be governed by the provisions of the Company's internal documents.

CHAPTER 6. Executive bodies

Article 35. Structure of executive bodies

35.1. Management of the day-to-day operations of the Company shall be carried out by the single person executive body of the Company – the President (Chairman of the Management Board) and the collegial executive body of the Company – the Management Board.

35.2. The competence of the President (Chairman of the Management Board) and the Management Board includes all issues related to the management of day-to-day operations of the Company, as well as exercising of powers in relation to the operations of legal entities whose stock or interest is directly or indirectly controlled by the Company, or where the Company is involved as a stockholder, member or a founder in accordance with the provisions of this Charter.

The President (Chairman of the Management Board) and the Management Board make arrangements for implementation of the decisions of the Company's General Shareholders' Meeting and the Board of Directors.

Article 36. Management Board

36.1. The Management Board is the collegial executive body of the Company and acts in accordance with the Federal Law "On Joint Stock Companies", the Charter of the Company and the Regulation on the Management Board of the Company approved by the General Shareholders' Meeting.

36.2. The structure and number of members of the Management Board are approved by the Company's Board of Directors taking into account the opinion of the President (Chairman of the Management Board). The personal composition of the Management Board is to be approved by the Board of Directors upon presentation by the President (Chairman of the Management Board) according to the procedure provided for by the Regulation on the Management Board. A contract with each member of the Management Board is to be concluded on behalf of the Company by the Chairman of the Board of Directors or a person authorized by the Board of Directors subject to applicable laws, and can be terminated at any time by a resolution of the Board of Directors.

36.3. The exclusive competence of the Company's Management Board includes:

- 1) elaboration of the development concept, long-term plans and major action plans of the Company (including the legal entities whose stock or interest is directly or indirectly controlled by the Company) and submitting them for review by the Board of Directors of the Company;
- 2) determination of the procedure of interaction between the Company and legal entities whose stock or interest is directly or indirectly controlled by the Company or where the Company is a stockholder, member or a founder;
- 3) approval of motions on the agenda items of the general shareholders'/participants' meetings and the list of nominees to the management and control authorities of legal entities whose stock or interest is directly or indirectly controlled by the Company, or where the Company is a stockholder, member or a founder;

- 4) determination of the Company's representatives for the participation in the general shareholders'/participants' meetings of legal entities whose stock or interest is directly or indirectly controlled by the Company, or where the Company is a stockholder, member or a founder, as well as voting instructions on the agenda items for such representatives;
- 5) preparation of recommendations and opinions on the issues considered by the management authorities of legal entities whose stock or interest is directly or indirectly controlled by the Company, or where the Company is a stockholder, a member, or a founder, related to approval of their budgets, principal lines of development, management structure and other issues material for the Company;
- 6) giving recommendations to the Company's Board of Directors regarding consent to or subsequent approval of major transactions and/or interested-party transactions submitted for review by the Board of Directors in accordance with its competence;
- 7) approval of the Company's transactions with assets when the transaction-relevant payment amount or subject property value exceeds 10 % of the Company's assets' book value as of the latest reporting date (with the exception of the Company's regular business transactions);
- 8) decision-making on participation or termination of participation of the Company in other organizations, if the value of the acquired (disposed of) property is equal to or less than 2 per cent of the book value of the Company's assets as of the latest balance sheet date (except organizations stipulated in sub-clause 18 clause 16.1 Article 16 of the Charter);
- 9) establishment and liquidation of the Company's branches and representative offices, approval of regulations on branches and representative offices, revision and amendment of these regulations;
- 10) other issues regarded as those within the competence of the Company's Management Board under the effective legislation of the RF, this Charter and Regulations on Management Board.

The powers specified in clauses 1-5 above are exercised by the Management Board with respect to material legal entities whose stock or interest is directly or indirectly controlled by the Company, or where the Company is a stockholder, a member, or a founder.

36.4. The quorum for meetings of the Management Board shall be determined by the Regulations on the Management Board of the Company and may not be less than a half of members. In case the number of members of the Management Board becomes less than the said quorum, the Board of Directors of the Company shall pass a resolution on forming a new Management Board. The minutes shall be kept at meetings of the Management Board. The minutes of meeting of the Management Board shall be made available to members of the Board of Directors of the Company, the Audit Commission of the Company or the Auditor of the Company upon their request.

Meetings of the Management Board shall be arranged by the Chairman of the Management Board or other person performing his duties.

Transfer of vote by a member of the Management Board to another person, including a member of the Management Board, is not allowed.

36.5. Members of the Management Board of the Company shall be governed by the special labour regulation provisions stipulated in the Chapter 43 of the Labour Code of the Russian Federation for a head of an organization.

36.6. Upon a motion from the Chairman of the Management Board or a Board member, Members of the Management Board can be held responsible in material, disciplinary and other terms for actions or negligence that caused damage to the Company through their default of obligations.

Article 37. President (Chairman of the Management Board)

37.1. The President (Chairman of the Management Board) shall manage the day-to-day operations of the Company, arrange for the execution of resolutions adopted by the General Shareholders' Meeting and the Board of Directors.

37.2. Rights and obligations of the President (Chairman of the Management Board) shall be determined by the applicable legislation of the Russian Federation and the contract concluded with the Company in accordance with this Charter. The contract shall be signed by the Chairman of the Board of Directors on behalf of the Company and may be terminated at any time by resolution of the General Shareholders' Meeting in accordance with the applicable legislation. The relationships between the Company and President (Chairman of the Management Board) and members of the Management Board of the Company shall be governed by the labour legislation of the Russian Federation to the extent it complies with the provisions of the Federal Law "On Joint Stock Companies".

37.3. The President (Chairman of the Management Board) shall be elected by the General Shareholders' Meeting for a term till the successive Annual Shareholders' Meeting, unless otherwise stipulated in resolution of the General Shareholders' Meeting.

37.4. The Board of Directors of the Company may by its resolution suspend the powers of the President (Chairman of the Management Board). The Board of Directors of the Company shall simultaneously with the said resolution pass a resolution on the appointment of an Interim President (Chairman of the Management Board) and on convocation of the Extraordinary General Shareholders' Meeting in order to decide on early termination of powers of the President (Chairman of the Management Board) and election of the new President (Chairman of the Management Board) or transfer of powers of the Company's sole executive body to a managing organization or an executive manager.

The said resolutions shall be passed by the majority of three fourths of members of the Board of Directors, provided that the votes of the retired members of the Board of Directors are disregarded.

The Interim President (Chairman of the Management Board) of the Company exercises the management of the day-to-day operations of the Company within the competence of the President (Chairman of the Management Board) provided for by this Charter and bears the responsibility stipulated in this Charter for the President (Chairman of the Management Board).

Article 38. Competence of the President (Chairman of the Management Board)

38.1. Competence of the President (Chairman of the Management Board) includes all the issues pertaining to the management of the Company's day-to-day operations, excluding issues referred to the exclusive competence of the General Shareholders' Meeting, the Board of Directors and the Management Board.

38.2. The President (Chairman of the Management Board) acts without any Power of Attorney on behalf of the Company, in particular:

- performs operative management of the Company activities;
- has the right of the first signature in financial documents;
- represents the Company both in the RF and outside it;

- represents without any power of attorney the Company’s interests in legal entities whose stock or interest is directly or indirectly controlled by the Company or where the Company is a stockholder, member or a founder;
- approves staff list, concludes labour agreements with employees of the Company, dismisses, awards and fines such employees;
- governs the activities of the Management Board and presides at its meetings;
- presents list of members of the Management Board for the Board of Directors' approval;
- makes suggestions on holding Management Board members liable;
- concludes transactions on behalf of the Company with the exception of cases stipulated by the Federal Law "On joint-stock companies" and this Charter;
- issues powers of attorney on behalf of the Company;
- opens the Company's accounts with banks;
- makes provisions for the Company’s accounting and book-keeping procedures;
- issues orders and gives instructions which are binding for all employees of the Company;
- determines the scope of information which constitutes the trade secret of the Company and remedies for such information in accordance with the applicable legislation;
- approves internal documents of the Company governing the Company’s day-to-day operation, except those that fall within the competence of the Management Board.

38.3. The President (Chairman of the Management Board) is entitled to appoint an acting President (Chairman of the Management Board) for the period of his absence subject to the approval of the Board of Directors' Chairman.

CHAPTER 7. Responsibility of members of management bodies of the Company

Article 39. Responsibility of members of the Board of Directors, members of the Management Board and the President (Chairman of the Management Board) of the Company

39.1. Members of the Board of Directors, the President (Chairman of the Management Board) and members of the Management Board of the Company shall exercise their rights and perform their duties fairly, reasonably, for the benefit of the Company and in accordance with the applicable legislation of the Russian Federation and the Charter of the Company.

39.2. Members of the Board of Directors, the President (Chairman of the Management Board) and members of the Management Board of the Company are responsible to the Company for damages incurred by the Company through their fault (failure to perform or improper performance of their duties, breach of the legislation, the Charter of the Company and resolutions of General Meetings) or omissions in accordance with the applicable legislation, unless other grounds and measure of responsibility are provided for by federal laws.

Members of the Board of Directors and the Management Board, the President (Chairman of the Management Board) of the Company are responsible to the Company or its shareholders for losses incurred through their guilty actions (negligence), in breach of the Company’s stock purchase procedure provided for by Chapter XI.1 of the Federal Law “On Joint stock companies”.

At the same time those members of the Company’s Board of Directors and Management Board, who voted against the decision resulting in losses for the Company or its shareholder or did not participate in the voting shall not be held liable.

39.3. In case several members of the Board of Directors or the Management Board of the Company are responsible to the Company, and in case, stipulated in paragraph 2 of clause 39.2 of this Charter, to a shareholder, they shall bear joint responsibility.

39.4. The person performing duties of the President (Chairman of the Management Board) or a member of the Management Board may only participate in management bodies of other organizations (combine offices) with the consent of the Board of Directors.

CHAPTER 8. Major transactions. Interest in a transaction made by the Company

Article 40. Major transaction

40.1. A major transaction is a transaction (several related transactions)_outside the normal course of business, and:

- 1) it is related to acquisition, disposal of or a possibility to dispose of property by the Company directly or indirectly (including loan, credit, pledge, suretyship, acquisition of such a number of shares or other equity securities convertible into the Company's shares, which will result in the Company's liability to send a mandatory proposal in accordance with Chapter XI.1 of the Federal Law "On Joint Stock Companies"), whereof the price or book value is 25 or more per cent of the book value of the Company's assets as determined based on its accounting (financial) statements as of the latest reporting date;
- 2) it provides for the Company's liability to hand over the property for temporary ownership and (or) use or entitle a third person to use the result of intellectual activity or means of customization on licensing conditions, if their book value is equal to 25 or more per cent of the book value of the Company's assets as determined based on its accounting (financial) statements as of the latest reporting date.

In case of disposal of or a possibility to dispose of property, the largest of the two values – the book value of such property or its selling price, shall be compared against the book value of the Company's assets. In case of acquisition of property, the acquisition price of such property shall be compared against the book value of the Company's assets.

In case of transfer of the Company's property to temporary ownership and (or) use, the book value of the property handed over for temporary ownership or use shall be compared against the book value of the Company's assets.

If a Company concludes a transaction or several related transactions for the acquisition of shares or other equity securities convertible into the Company's shares, which will result in the Company's liability to purchase shares or other equity securities convertible into the Company's shares in accordance with Chapter XI.1 of the Federal Law "On Joint Stock Companies", the price of all shares or other equity securities convertible into shares, which may be purchased by the Company in such transactions in accordance with Chapter XI.1 of the Federal Law "On Joint Stock Companies" shall be compared against the book value of the Company's assets.

40.2. For the purpose of decision-making by the Company's general shareholders' meeting on consent to a major transaction, the value of property or rights to the results of intellectual activity, which are the subject of a major transaction, shall be determined by the Company's Board of Directors in accordance with article 77 of the Federal Law "On Joint Stock Companies".

The Company's Board of Directors approves an opinion on major transactions which shall include information on assumed consequences of the major transaction for the Company's operations and a feasibility assessment of the major transactions. The opinion on major transactions shall be included into the information (materials) distributed among the shareholders before the Company's general shareholders' meeting, where the matter of consent to or subsequent approval of a major transaction is to be reviewed.

Article 41. Procedure for receiving consent to or subsequent approval of a major transaction

41.1. A major transaction has to be approved by the Company's Board of Directors or its general shareholders' meeting.

41.2. Resolution on consent to or subsequent approval of a major transaction made in respect of the property with the value of 25 to 50 percent of the book value of the Company's assets shall be adopted by the unanimous resolution of the Board of Directors of the Company, provided that the votes of retired members of the Board of Directors are disregarded.

In case there is no unanimous opinion in the Board of Directors of the Company on consent to or subsequent approval of a major transaction, the matter of consent to or subsequent approval of a major transaction shall be transferred to the General Shareholders' Meeting by resolution of the Board of Directors of the Company. In this case a resolution on consent to or subsequent approval of a major transaction shall be passed by the General Shareholders' Meeting of the Company by a majority of votes of shareholders possessing voting shares and present at the General Shareholders' Meeting.

41.3. Resolution on consent to or subsequent approval of a major transaction in respect of the property with the value of more than 50 percent of the book value of the Company's assets shall be passed by the General Shareholders' Meeting by a majority of three fourths of votes given by shareholders possessing voting shares and present at the General Shareholders' Meeting.

41.4. The resolution on consent to or subsequent approval of a major transaction shall specify the person(s), which is (are) a party (parties) to such a transaction, beneficiary (beneficiaries), price, subject of a major transaction and other essential conditions or the procedure for their determination.

The resolution on consent to a major transaction can dispense with a party to the transaction and beneficiary, if the transaction is concluded in the course of a trading session and in other cases, if a party to such a transaction and beneficiary cannot be determined by the time of getting consent to such a transaction.

The resolution on consent to a major transaction can also contain maximum and minimum parameters of terms for such a transaction (cap value for property acquisition or minimum property selling value) or the procedure for their determination, consent to similar transactions, alternative terms for such a transaction that requires consent, consent to a major transaction provided that several transactions are concluded simultaneously.

The resolution on consent to a major transaction can also contain the validity period of such a resolution. If such a period is not specified in the resolution, the consent shall be considered valid for 1 year from the date of its granting, except when another period arises out of the essence and terms of a major transaction for which the consent was received, or from the circumstances of such a consent.

A major transaction can be concluded conditional to approval under the procedure established by the Federal Law "On Joint Stock Companies".

41.5. If a major transaction involving property valued at over 50 percent of the book value of the Company's assets determined based on its accounting (financial) statements as of the latest reporting date is at the same time an interested-party transaction, and in line with Federal Law "On Joint Stock Companies", consent to a major transaction is submitted for review to the Company's General Shareholders' Meeting, a resolution on consent to a major transaction shall be considered approved if it receives three quarters of votes of shareholders - owners of voting shares taking part in the Company's General Shareholders' Meeting, and the majority of votes of all the shareholders - owners of voting shares taking part in the Company's General

Shareholders' Meeting who are not interested parties to such a transaction. If a major transaction involving property valued at 25 - 50 percent of the book value of the Company's assets determined based on its accounting (financial) statements as of the latest reporting date is at the same time an interested-party transaction, and in line with Federal Law "On Joint Stock Companies", consent to a major transaction is submitted for review to the Company's General Shareholders' Meeting, a resolution on consent to a major transaction shall be approved by the majority of votes of all the shareholders - owners of voting shares taking part in the Company's General Shareholders' Meeting who are not an interested party to such a transaction.

Article 42. Interest in a transaction made by the Company

42.1. An interested party transaction is a transaction involving in accordance with the Federal Law "On Joint Stock Companies" an interest of a member of the Board of Directors, the President (Chairman of the Management Board), the Interim President (Chairman of the Management Board) or executing functions of the President (Chairman of the Management Board), a member of the Management Board of the Company or a controlling entity of the Company, or an entity entitled to give binding instructions to the Company.

The Company must notify members of the Board of Directors, members of the Management Board of an interested-party transaction, and in case this is an interested-party transaction for all members of the Company's Board of Directors, the Company's shareholders according to the procedure of notifying the General Shareholders' Meeting.

Such notification shall be sent not later than 15 days prior to the date of an interested-party transaction and it shall specify the person (s), which are its party (-ies) and beneficiary (-ies), the price, subject-matter of the transaction and its other material conditions or procedure for their determination, as well as the person (s) interested in the transaction and the grounds why the person (each of the persons) interested in the transaction is considered to be an interested party.

In the course of preparation for the General Shareholders' Meeting, the persons entitled to participate in the General Shareholders' Meeting shall be provided with a report on interested-party transactions concluded by the Company in the reporting year. This report shall be signed by the President (Chairman of the Management Board) of the Company and approved by the Board of Directors of the Company, while the authenticity of data contained therein is to be confirmed by the Company's Internal Audit Commission.

42.2. Resolution on consent to or subsequent approval of an interested-party transaction shall be passed by the Board of Directors of the Company, unless otherwise stipulated in the Federal Law "On Joint Stock Companies". Resolution on consent to or subsequent approval of such a transaction shall be passed by the Company's Board of Directors by the majority of votes of the Directors who are not interested in its conclusion, who are not, and have not been, within 1 year prior to such a resolution:

- the President (Chairman of the Management Board), the Interim President (Chairman of the Management Board) or acting President (Chairman of the Management Board), the executive manager of the Company, a member of the Management Board, a person holding offices in management bodies of the managing entity;
- a person whose spouse, parents, children, full-blood and half-blood brothers and sisters, adoptive parents and adoptees are persons holding offices in the said management bodies of the Company, managing entity of the Company or holding the office of a manager of the Company;
- controlling entity of the Company or the Company's managing organization (manager) entrusted with the functionality of the Company's sole executive body or entitled to give

mandatory instructions to the Company.

- 42.3. If the number of directors with no interest in the transaction and meeting the conditions of cl. 42.2. of this Charter is less than 2, such a transaction shall be subject to approval by the Company's General Shareholders' Meeting according to the procedure described in cl. 42.4. of this Charter.
- 42.4. Resolution on consent to an interested-party transaction shall be passed by the General Shareholders' Meeting by the majority of votes of all the shareholders - owners of the Company's voting shares participating in the voting, who are not interested in the transaction, in the following cases:
- in case a transaction or several related transactions are made in respect of the property with the book value (quotation price of the acquired property) of 10 or more per cent of the book value of the Company's assets according to the data of its accounting (financial) statements as of the latest reporting date;
 - if a transaction or several related transactions involve the sale of common shares keeping records of over two percent of the common shares earlier distributed by the Company, and common shares, which earlier distributed securities convertible into shares can be converted into, unless the Charter provides for a lower number of shares.
- 42.5. Resolution on consent to an interested-party transaction shall be governed by the rules provided for by clause 4 article 79 of the Federal Law "On Joint Stock Companies". Besides, the resolution on consent to a transaction shall specify the person (s) interested in the transaction, the grounds for considering the person (each of the persons) interested in the transaction to be an interested party.
- 42.6. For the purpose of passing a resolution by the Board of Directors of the Company and the General Meeting of Shareholders on approval of an interested-party transaction the price of the disposed of or acquired property (services) shall be determined by the Board of Directors in accordance with article 77 of the Federal Law "On Joint Stock Companies".

CHAPTER 9. Audit Commission of the Company

Article 43. Formation and competence of the Audit Commission

- 43.1. The Audit Commission provides control over financial and economic activities of the Company.
- Members of the Audit Commission of the Company may receive remunerations and remunerations for the expenditures arising from the performance of their duties according to resolution of the General Shareholders' Meeting. Amounts of such remunerations and compensations shall be determined by resolution of the General Shareholders' Meeting.
- 43.2. The Audit Commission of the Company consists of 5 persons, is elected by the General Shareholders' Meeting until the next Annual General Shareholders' Meeting and operates in accordance with the Regulation on the Audit Commission approved by the General Shareholders' Meeting.
- In case the number of members of the Audit Commission becomes less than 3 persons, the Board of Directors shall convoke an extraordinary General Shareholders' Meeting in order to elect a new composition of the Audit Commission.
- 43.3. The Regulation on the Audit Commission governs the Audit Commission's procedures, powers of its members, composition, rate of remuneration and procedure of remuneration payment and expense reimbursement to the members of the Audit Commission.
- 43.4. The Company's Audit Commission members may not simultaneously be members of the Company's Board of Directors and hold any other positions in managerial bodies of the Company.

Shares held by members of the Board of Directors of the Company or by persons holding offices in management bodies of the Company may not participate in the voting for election of members of the Audit Commission.

Article 44. Inspection (audit) of financial and economic activities of the Company

- 44.1. Inspection (audit) of financial and economic activities of the Company is based on yearly performance results and can at any time be initiated by the Company's Audit Commission, by resolution of the General Shareholders' Meeting, Board of Directors, or a shareholder(-s) owning in the aggregate at least 10 per cent of the Company's voting shares.
- 44.2. At the request of the Company's Audit Commission, individuals holding positions in the Company's management bodies shall be obliged to provide documents and/or clarifications on the Company's financial and economic activity.

CHAPTER 10. Accounting and records. Auditor of the Company

Article 45. Accounting and accounting (financial) statements of the Company

- 45.1. The Company shall keep its books and records and submit its accounting (financial) statements in line with the procedure provided for by the applicable legislation of the Russian Federation and this Charter.
- 45.2. The President (Chairman of the Management Board) is responsible for arrangement, condition and reliability of the Company's accounting.
- 45.3. The accuracy of data contained in the Company's annual report and annual accounting (financial) statements shall be confirmed by the Company's Internal Audit Commission.
- The Company shall engage an external auditor not related with the Company or its shareholders by any material interests for the purpose of performing an annual audit of its annual accounting (financial) statements.
- 45.4. The annual report is subject to prior approval by the Board of Directors of the Company not less than 30 days prior to the date of the Annual General Shareholders' Meeting.

Article 46. Safekeeping of documents

- 46.1. The Company shall archive the documents envisioned by the Federal Law "On Joint Stock Companies" at the location of its executive body in the manner and within the timeframes set by the Bank of Russia.

Article 47. Information on activities of the Company

- 47.1. The Company shall disclose:
- annual report of the Company and annual accounting (financial) statements;
 - securities prospectus of the Company in cases provided for by the legislation of the Russian Federation;
 - notification of the General Shareholders' Meeting within the procedure provided for by the Federal Law "On Joint Stock Companies";
 - other data determined by the Bank of Russia.
- 47.2. The Company shall provide the shareholders, upon their written request, for a fee, copies of documents according to the procedure provided for by the current legislation and internal documents of the Company, and in case the shareholder fails to reimburse the Company's costs of copying the documents under a request received earlier and already fulfilled, the term for the provision of copies of the Company's documents pursuant to any subsequent requests shall

be calculated from the date of receipt of such payment. The accounting documents and minutes of meetings of the Management Board shall be made available to shareholders (shareholder), owning in aggregate at least 25 percent of Company's voting shares; in case a shareholder fails to reimburse the Company's costs of copying the documents under a request received earlier and already fulfilled, the term for the provision of copies of the Company's documents pursuant to any subsequent requests shall be calculated from the

Copies of such documents shall be certified by the Corporate Secretary of the Company or by another person clearly authorized to certify copies of Company documents by the environment in which he/she operates, following the established order and stamping such copies of documents with the Company's stamp.

Presentation of uncertified copies of documents is considered due discharge of the duty to provide information to a shareholders by the Company, unless the shareholder explicitly requests otherwise.

Article 48. Auditor of the Company

48.1. The General Meeting shall approve the Auditor of the Company as advised by the Board of Directors to perform inspection of financial and economic activities of the Company in accordance with the contract between the Auditor and the Company.

48.2. The amount of the Auditor's remuneration and other material terms of the agreement shall be determined by the Board of Directors of the Company.

CHAPTER 11. Branches and representative offices

Article 49. Legal status of branches and representative offices

49.1. The Company can establish branches and open representative offices by resolution of the Management Board in the territory of the Russian Federation and abroad in compliance with the requirements of the Russian and foreign laws.

49.2. Branches and representative offices do not have a status of legal entities, and act in accordance with the Regulation approved by the Management Board of the Company, performing the functions of the Company, representing and protecting its interests.

Article 50. Information on branches and representative offices

50.1. Information on branches and representative offices of the Company shall be specified in the Unified State Register of Legal Entities.

CHAPTER 12. Liquidation and reorganization of the Company

Article 51. Liquidation of the Company

51.1. The Company may be liquidated in following cases:

- by resolution of the General Shareholders' Meeting;
- by court decision in accordance with the applicable legislation of the Russian Federation.

51.2. In case of liquidation of the Company the General Shareholders' Meeting of the Company shall pass a resolution on liquidation of the Company and appoint the liquidation commission as advised by the Board of Directors.

51.3. The liquidation commission exercises all powers on management of the Company's activities from the moment of its appointment. The liquidation commission appears before the court on behalf of the Company.

51.4. The liquidation commission performs the following:

- publishes a notification of the Company's liquidation and of the procedure and terms for claims filing by creditors in printed media which publish information on state registration of legal entities. The term established for creditors to file claims shall be at least 2 months from the date of publishing the notification of the Company's liquidation;
- takes actions to identify creditors and draw receivables; notifies creditors of the Company's liquidation in written form.

51.5. Upon expiration of the term for creditors' claims the liquidation commission shall draft the interim liquidation balance sheet containing information on composition of the Company's property, claims of creditors and results of their consideration. The interim liquidation balance sheet shall be approved by the General Shareholders' Meeting.

51.6. In case the Company's monetary funds are not enough to satisfy the creditors, the liquidation commission shall arrange for the public sale of other property of the Company within the procedure established for execution of court decisions.

51.7. Upon completion of settlements with the creditors the liquidation commission shall draft the liquidation balance sheet subject to approval by the General Shareholders' Meeting.

51.8. The liquidation commission shall distribute the Company's property remaining upon settlements with creditors between shareholders in the order prescribed by the Federal Law "On Joint Stock Companies".

51.9. The Company's liquidation shall be deemed complete and the Company fully wound-up from the moment of state registration authority making a respective entry in the Unified State Register of Legal Entities.

51.10. Simultaneously with making the entry on liquidation in the Uniform State Register of Legal Entities the Company shall transfer its documents to the State Archive of the Lipetsk Region. The list of such documents shall be defined in compliance with the applicable legislation of the Russian Federation.

Article 52. Reorganization of the Company

52.1. The Company may be reorganized by merger, split-off and transformation in compliance with the procedure stipulated in the applicable legislation of the Russian Federation.

Article 53. Other provisions

53.1. Any other activities of the Company not covered by this Charter shall be governed by the applicable legislation of the Russian Federation.