

APPROVED

By Resolution of the General Meeting of Shareholders of  
MOSTOTRES OJSC

Minutes 17 dated 29 June 2007

Chairperson of the General Meeting

\_\_\_\_\_ P.P. Kurakin

**REGULATIONS**  
on Preparing and Holding  
a General Meeting of Shareholders  
of MOSTOTREST Open Joint Stock Company

Moscow  
2007

## **1. General provisions**

1.1. These Regulations have been developed in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies", other regulatory acts of the Russian Federation and the Articles of Association of MOSTOTREST Open Joint Stock Company (hereinafter referred to as "the Company") and determine the procedure for preparing and holding a General Meeting of Shareholders of the Company (hereinafter, "the General Meeting of Shareholders").

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

1.3. The terms of reference of the General Meeting of Shareholders are determined by the Federal Law "On Joint Stock Companies" and the Company's Articles of Association.

1.4. The General Meeting of Shareholders is guided by the legislation of the Russian Federation, the Company's Articles of Association and these Regulations.

## **2. Convening and preparing a General Meeting of Shareholders**

2.1. A resolution to convene an Annual General Meeting of Shareholders is passed by the Board of Directors.

A resolution to hold an extraordinary General Meeting of Shareholders is passed by the Board of Directors either on its own initiative or at the request of the Internal Audit Commission, the Company Auditor, or shareholder(s) holding at least 10 per cent of the Company's voting shares as of the date of the said request.

An Extraordinary General Meeting of Shareholders may be convened by the Internal Audit Commission, Company Auditor or shareholder(s) holding at least 10 per cent of the Company's voting shares if, within 5 (five) days of submission of their request to convene an Extraordinary General Meeting of Shareholders, the Board of Directors does not pass a resolution to convene an Extraordinary General Meeting of Shareholders or resolves not to do so.

2.2. Proposals regarding the agenda and nomination of candidates for management and other bodies of the Company (hereinafter, "proposals for the agenda") may be introduced, and requests to hold an Extraordinary General Meeting may be submitted by means of:

- mailing to the address (location) of the sole executive body (to the address of the executive or the address (location) of the standing executive body of the management organisation) of the Company as given in the Unified State Register of Legal Entities;

- delivery against signature to the person performing the functions of the Company's sole executive body, the Chairperson of the Board of Directors, the Corporate Secretary or any other person authorised to receive written correspondence addressed to the Company.

2.3. In preparing a General Meeting of Shareholders, the Board of Directors or other persons specified in Paragraph 2 of Clause 2.1 can make the following decisions:

a) on convening the General Meeting of Shareholders and determining the form thereof;

b) on setting the date, time and venue of the General Meeting of Shareholders, beginning of registration of persons taking part in the General Meeting of Shareholders, the deadline for accepting completed ballot sheets and the postal address for sending completed ballots, if, according to the Federal Law "On Joint Stock Companies" or the Company's Articles of Association, the ballot sheets are sent (delivered) to persons entitled to participate in the General Meeting of Shareholders prior to the date of the General Meeting of Shareholders (if the General Meeting of Shareholders is held in presentia), or on setting the deadline for accepting completed ballots and the postal address for sending the completed ballot sheets (if the General Meeting of Shareholders is held in absentia);

c) on determining the agenda for the General Meeting of Shareholders;

d) on determining the date for drawing up the list of persons entitled to participate in the General Meeting of Shareholders;

e) on determining the type(s) of preference shares entitling holders to vote at the General Meeting of Shareholders;

f) on determining the list of information (materials) provided to shareholders in the process of preparing the General Meeting of Shareholders, and the procedure for presenting such information to shareholders;

g) on approving the form and text of ballots for voting at the General Meeting of Shareholders (standard ballot sheets are given in the Appendix hereto);

h) on determining the date for sending the ballot sheets to persons entitled to vote at the General Meeting of Shareholders (if the General Meeting of Shareholders is held in absentia, and also if the General Meeting of Shareholders is held in presentia if, according to the Federal Law "On Joint Stock Companies" or the Company's Articles of Association, the ballot sheets are sent (delivered) to persons entitled to participate in the General Meeting of Shareholders prior to the General Meeting of Shareholders);

i) on determining the procedure for notifying the Company's shareholders of an impending General Meeting of Shareholders, including approval of the form and text of the said notice;

j) on selecting the Secretary for the General Meeting of Shareholders;

k) on selecting the person to perform the functions of the Company's Tally Commission, provided that the number of shareholders holding Company voting shares does not exceed 100 (one hundred), no Tally Commission has been set up, and its functions are not performed by the Company Registrar (hereinafter, "the Tally Commission");

2.4. The Company's sole executive body shall organise fulfilment of the Board of Directors' decisions connected with preparation and holding of the General Meeting of Shareholders, including:

- ensuring that a timely request be sent for the Company Registrar to draw up the list of persons entitled to participate in the General Meeting of Shareholders, as of the date set by the Board of Directors;

- ensuring that the ballots be prepared in the format and with the text approved by the Board of Directors;

- ensuring that ballot sheets be sent to shareholders and that the completed ballots be accepted;

- ensuring that the shareholders be notified of the General Meeting of Shareholders in the manner and by the times established by the resolution of the Board of Directors and the Company's Articles of Association;

- providing for preparation of the requisite materials (information) on the agenda for the General Meeting of Shareholders and an opportunity to learn such information (materials) in accordance with resolutions of the Board of Directors;

- performing other actions to implement resolutions of the Board of Directors.

2.5. Persons convening an Extraordinary General Meeting of Shareholders in the manner described in Paragraph 2 of Clause 2.1 shall independently take measures to prepare and hold the Extraordinary General Meeting of Shareholders.

2.6. The agenda for the General Meeting of Shareholders is formed in accordance with the Federal Law "On Joint Stock Companies" and the Company's Articles of Association. At the same time, interrelated issues (issues that should be voted upon with identical results, "yes" or "no", in order to pass a common resolution) are combined if this does not run counter to the proposals for the agenda for the General Meeting of Shareholders submitted by shareholders.

2.7. In addition to the information specified in the legislation, the notice of a General Meeting of Shareholders in presentia shall specify the time and place for registration of the General Meeting's participants.

2.8. Relevant information (materials) is provided to persons entitled to participate in the General Meeting of Shareholders on the premises of the Company's sole executive body, and also at other locations specified in the notice of the General Meeting.

At the request of a person entitled to vote at the General Meeting of Shareholders, the Company shall provide him/her with copies of the said documents within 2 (two) days of receiving such a request.

2.9. The time for the General Meeting of Shareholders is between 9 a.m. and 10 p.m. local time.

### **3. Holding the General Meeting of Shareholders in presentia**

3.1. Holding of the General Meeting of Shareholders in presentia implies immediate participation by the Company's shareholders or their authorised representatives in the General Meeting of Shareholders to discuss the agenda and pass resolutions on issues put to the vote.

3.2. A General Meeting of Shareholders in presentia is attended by the Company's General Director. The Company Auditor (representative), members of the Internal Audit Commission, or Chairperson of the Internal Audit Commission is invited to an Annual General Meeting of Shareholders.

#### **3.3. Registration of persons entitled to participate in the General Meeting of Shareholders.**

3.3.1. Registration of persons entitled to participate in the General Meeting of Shareholders is carried out by the Tally Commission at the venue of the General Meeting of Shareholders specified in the notice of the said meeting.

Registration of persons entitled to participate in the General Meeting of Shareholders begins at the time specified in the relevant notice of meeting.

3.3.2. Registration for participation in the General Meeting of Shareholders in presentia is applicable to persons entitled to participate in the General Meeting of Shareholders.

If voting on the agenda of the General Meeting of Shareholders in presentia can be effected by sending completed ballot sheets to the Company, persons whose ballots are received at least two days before the General Meeting of Shareholders shall not register for participation in the General Meeting of Shareholders.

3.3.3. A shareholder (representative or successor) wishing to register for participation in the General Meeting of Shareholders shall present his/her passport or any other identity document.

Successors and representatives of persons included on the list of persons entitled to participate in the General Meeting of Shareholders and wishing to register for participation in the General Meeting of Shareholders shall also present documents attesting their powers to the Tally Commission.

The list of documents attesting the powers of representatives and successors included on the list of persons entitled to participate in the General Meeting of Shareholders is determined according to the effective legislation.

Successors (representatives) of shareholders failing to present such documents will not be allowed to take part in the General Meeting of Shareholders.

3.3.4. Persons entitled to participate in the General Meeting of Shareholders are registered provided that persons arriving for registration for the General Meeting are duly identified, by comparing data from the list of persons entitled to participate in the General Meeting of Shareholders with the details of the documents presented by the said persons.

3.3.5. Persons registering for participation in the General Meeting of Shareholders shall receive ballots for voting on the agenda items (if the Board of Directors resolves to vote by ballot, and also when the number of shareholders holding voting shares exceeds 100).

At the request of persons registering for participation in the General Meeting of Shareholders whose ballots were not received by the Company or were received later than 2 (two) days before the Meeting, new ballot sheets are provided, with a relevant note about the reissue of such ballots (if the Board of Directors decides to post the ballots).

3.3.6. Registration of persons entitled to participate in the General Meeting of Shareholders ends at the time when the Chairperson of the General Meeting of Shareholders announces the end of discussion of the last issue on the agenda of the General Meeting of Shareholders for which there is a quorum.

#### **3.4. Opening of the General Meeting of Shareholders**

3.4.1. At the time stipulated in the notices of the General Meeting as the starting time for the General Meeting of Shareholders, a representative of the Tally Commission shall announce the presence of a quorum for the items on the agenda for the General Meeting of Shareholders.

3.4.2. The General Meeting of Shareholders is valid (have a quorum) if it is attended by shareholders controlling a total of more than half of the Company's placed voting shares.

If the agenda for the General Meeting of Shareholders includes issues to be voted on by different groups of voters, the presence of a quorum for such issues is determined separately. At the same time, absence of a quorum for passing resolutions on issues to be voted on by the same group of voters shall not prevent resolutions being passed on issues to be voted on by a different group of voters, for which there is a quorum.

For passing resolutions to approve an interested-party transaction, the quorum is formed by shareholders holding Company voting shares who have no vested interest in the given transaction and represent more than half of the shareholders holding Company voting shares who have no vested interest the given transaction being made by the Company.

3.4.3. If there is a quorum for at least one issue on the agenda for the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall announce the opening of the General Meeting of Shareholders.

3.4.4. If, by the opening of the General Meeting of Shareholders, there is a quorum for certain issues on the agenda, after the discussion of the last such issue, a representative of the Tally Commission shall announce the presence or absence of a quorum for the other items on the agenda.

3.4.5. A General Meeting that, at the time of its opening, has a quorum for only certain issues on the agenda cannot be closed if, towards the end of the registration period, the number of registered participants ensures a quorum for other items on the agenda of the General Meeting.

3.4.6. If, by the beginning of the General Meeting of Shareholders, there is no quorum for any of the agenda items of the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall postpone the opening of the General Meeting of Shareholders for 2 (two) hours.

The opening of the General Meeting of Shareholders shall not be postponed more than once.

If, within 2 (two) hours of the announcement on postponement of the General Meeting of Shareholders, the number of registered participants does not ensure a quorum for at least one issue on the agenda for the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall announce that the General Meeting of Shareholders has not taken place.

If, within 2 (two) hours of the announcement on postponement of the General Meeting of Shareholders, the number of registered participants ensures a quorum for at least one issue on the agenda for the General Meeting of Shareholders, the Chairperson of the General Meeting of Shareholders shall announce the opening of the General Meeting of Shareholders.

3.4.7. If there is no quorum for holding an Annual General Meeting of Shareholders, such a General Meeting of Shareholders is reconvened with the same agenda.

If there is no quorum for holding an Extraordinary General Meeting of Shareholders, such a General Meeting of Shareholders may be reconvened with the same agenda.

### **3.5. Debating the agenda items at the General Meeting of Shareholders**

3.5.1. Persons speaking at the General Meeting of Shareholders shall observe the following time restrictions:

- speech on agenda items – up to 30 minutes,
- co-speech – up to 20 minutes,
- speaking during discussions - 5 minutes,
- asking questions and providing references – 2 minutes.

The Chairperson of the General Meeting of Shareholders may increase the time limits specified herein.

3.5.2. A shareholder wishing to speak during debates on matters on the agenda for the General Meeting of Shareholders shall direct a relevant written request to the Secretary of the General Meeting of Shareholders.

The request shall contain the full name (corporate name) of the shareholder (representative) and the agenda item on which the shareholder wishes to speak, and it shall also be signed by the given shareholder (representative).

The question is directed to the Secretary of the General Meeting of Shareholders in writing; apart from the text of the question, the given shareholder (or representative) should also give his/her full name (corporate name), also signed by the given shareholder (representative).

3.5.3. Requests and questions from shareholders are passed by the Secretary of the General Meeting of Shareholders to the Chairperson of the General Meeting of Shareholders.

### **3.6. Voting at a General Meeting of Shareholders**

3.6.1. Voting at a General Meeting of Shareholders in presentia is done in the manner established in the Federal Law "On Joint Stock Companies", other regulatory acts, the Company's Articles of Association and these Regulations.

3.6.2. Persons registered for participation in the General Meeting of Shareholders in presentia are entitled to vote on agenda items from the opening of the General Meeting of Shareholders up to the counting of votes.

3.6.3. Following the discussion of the last issue on the agenda for the General Meeting of Shareholders (the last issue for which there is a quorum), persons who have not yet voted are given 30 (thirty) minutes to vote. On expiry of this period, the Chairperson announces the tallying of the votes.

### **3.7. Summing up and announcing the results of voting on agenda items of the General Meeting of Shareholders. Closing the General Meeting of Shareholders**

3.7.1. If all items on the agenda of the General Meeting of Shareholders for which there is a quorum have been discussed, the Chairperson of the General Meeting of Shareholders shall announce the end of debates on the agenda items and the end of registration of persons taking part in the General Meeting of Shareholders. The Chairperson of the Tally Commission shall announce the number of shareholders registered by that time (persons entitled to participate in the General Meeting of Shareholders) and the number of Company shares held by them.

3.7.2. The counting of the votes and the summing up of the voting results on the agenda items of the General Meeting of Shareholders are carried out by the Tally Commission in accordance with the requirements of the effective legislation.

3.7.3. The voting results and resolutions passed by the General Meeting of Shareholders may be announced at the General Meeting of Shareholders.

3.7.4. If the voting results and resolutions passed by the General Meeting of Shareholders are not announced at the General Meeting, and also if the General Meeting of Shareholders is held in absentia, within 10 (ten) days of preparing the minutes on the voting results, resolutions passed by the General Meeting of Shareholders and the respective voting results are provided to the persons included on the list of persons entitled to participate in the General Meeting of Shareholders, in the manner established for notices of the General Meeting of Shareholders.

3.7.5. Following the announcement of the voting results on the agenda for the General Meeting of Shareholders, if they are announced not at the General Meeting of Shareholders, the Chairperson shall announce the closure of the General Meeting of Shareholders.

## **4. Holding of the General Meeting in absentia**

4.1. Voting on agenda items of a General Meeting of Shareholders in absentia is effected with the help of ballot sheets.

4.2. Completed ballot sheets are submitted to the Company until the deadline for accepting the ballots according to a resolution on convening and holding the General Meeting of Shareholders passed in accordance with the Federal Law "On Joint Stock Companies" and these Regulations.

If the deadline for accepting the completed ballot sheets falls on a non-working day, the deadline for accepting the completed ballot sheets is the following working day.

The time for accepting ballot sheets expires on the deadline for accepting ballot sheets at the hour when the working day ends according to the Company regulations.

4.3. Completed ballot sheets may be directed to the Company by registered post, delivered against signature to the person performing the functions of the Company's sole executive body, the person authorised to receive correspondence addressed to the Company, and they may also be directed to the Company Registrar (if he/she performs the functions of the Tally Commission).

4.4. The person performing the functions of the Company's sole executive body shall organise the collection, safekeeping and transfer of the completed ballots to the Tally Commission.

4.5. When completing a ballot sheet, a representative of an individual shareholder shall give his/her last name and initials, and the details of the power of attorney (other document confirming his/her powers); a representative of a corporate shareholder shall give his/her name and initials, and the position or the details of the power of attorney (other document confirming his/her powers).

A representative of a shareholder shall also attach the relevant power of attorney (or a notarised copy thereof) or any other document to confirm his/her powers.

4.6. The ballot is signed by the shareholder (representative of a shareholder).

4.7. A General Meeting of Shareholders held in absentia is valid (has a quorum) if the ballots of shareholders holding an aggregate of more than half the Company's outstanding voting shares are received by the deadline for accepting ballot sheets.

For passing a resolution on an interested-party transaction, a quorum shall consist of shareholders holding Company voting shares who have no vested interest in the transaction and represent more than half the votes of shareholders holding Company voting shares who have no vested interest in the transaction.

## **5. Working bodies of the General Meeting of Shareholders**

5.1. The General Meeting of Shareholders shall have the following working bodies:

- a) Chairperson of the General Meeting of Shareholders;
- b) Tally Commission;
- c) Secretary of the General Meeting of Shareholders.

5.2. The functions of the Chairperson of the General Meeting of Shareholders are performed by the Chairperson of the Board of Directors.

If the Chairperson of the Board of Directors is absent, the functions of the Chairperson of the General Meeting of Shareholders are performed by the Deputy Chairperson of the Board of Directors.

If both Chairperson and Deputy Chairperson of the Board of Directors are absent from the General Meeting of Shareholders, the functions of the Chairperson of the General Meeting of Shareholders are performed by one of the members of the Board of Directors by decision of the members of the Board of Directors present at the General Meeting of Shareholders.

5.3. The Chairperson of the General Meeting of Shareholders shall open and close the meeting, announce the agenda for the General Meeting and the timing of speeches on the agenda items, the end of debates on the agenda items and the beginning of vote counting, also ensuring compliance with the procedure for holding the meeting as established by these Regulations, and sign the Minutes of the General Meeting of Shareholders.

5.4. The functions of the Company's Tally Commission at the General Meeting are performed by a professional participant on the securities market and the holder of the Company's shareholder register (the Company Registrar), unless the Board of Directors resolves otherwise in cases established by the Federal Law "On Joint Stock Companies".

5.5. The Tally Commission shall perform the following functions:

- a) checking the powers and identity of persons registering to participate in the General Meeting of Shareholders (shareholders, their representatives);
- b) determining the presence of a quorum for the General Meeting of Shareholders;

- c) providing explanations on issues arising in connection with exercise by Company shareholders (their representatives) of their voting rights at the General Meeting of Shareholders;
- d) providing explanations regarding the procedure for voting on issues put to the vote;
- f) ensuring compliance with the established voting procedure and respect for the Company shareholders' voting rights;
- g) tallying the votes and summing up the results of voting;
- h) preparing a protocol on the results of voting;
- i) transferring the ballot sheets to the archive;
- j) other functions specified in the legislation of the Russian Federation, the Company's Articles of Association and the agreement between the Company and the Registrar (if the latter performs the functions of the Tally Commission).

5.6. If the person elected by the Board of Directors as the Secretary of the General Meeting of Shareholders is unable to perform the relevant functions owing to a sickness or for other reasons, and if this becomes known on the day of the meeting, a Secretary of the General Meeting of Shareholders is appointed by the Chairperson of the General Meeting of Shareholders.

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

- a) accepting requests from persons participating in the General Meeting of Shareholders to speak during debates on the agenda items, and questions;
- b) transferring the requests and questions from shareholders to the Chairperson of the General Meeting of Shareholders;
- c) registering the process of the General Meeting of Shareholders (the key ideas of the speeches);
- d) other functions envisaged by these Regulations, the Company's Articles of Association and other corporate documents.

## **6. Funding of the General Meeting of Shareholders**

6.1. Costs related to preparation and holding of the General Meeting of Shareholders are covered by Company funds and are included in the Company's budget.

6.2. Persons demanding that an Extraordinary General Meeting of Shareholders be convened (Paragraph 3 of Clause 2.1) shall also pay the costs related to the preparation and holding of such meeting.

According to a decision of the General Meeting of Shareholders, the documented expenses of such persons related to preparation and holding of the General Meeting of Shareholders may be reimbursed out of Company funds.

## **7. Final provisions**

7.1. If certain provisions of these Regulations run counter to the effective legislation and regulations of the Russian Federation as a result of amendments to the latter, such provisions become invalid, and the Company is guided by the legislation and regulations of the Russian Federation until these Regulations are amended, respectively.

7.2. If all of the Company's voting shares are owned by a single shareholder, such Regulations shall not apply, and resolutions on issues included in the terms of reference of the General Meeting of Shareholders are passed by the given shareholder (authorised governing body of the shareholder) and passed to the Company in writing.



Appendix to  
the Regulations for Preparing and Holding a  
General Meeting of Shareholders  
of MOSTOTREST OJSC

<p><b>MOSTOTREST Open Joint Stock Company</b> 24 Myasnitskaya St. Bld. 3, Moscow, 101990, Russian Federation</p> <p>A General Meeting of Shareholders in presentia is scheduled for: _____ <b>200</b> at _____ hours _____ minutes Address of the meeting: <b>city</b> _____, <b>street</b> _____, <b>bldg</b> _____. The address to which completed ballots may be sent: post code, city _____, street _____, bldg _____. Form: absentee meeting Deadline for accepting completed ballots: _____ <b>200</b> _____ Postal address to which the completed ballot sheet is sent: post code, city _____, street _____, bldg _____.</p> <p style="font-size: 1.2em; font-weight: bold; text-align: center;">BALLOT SHEET</p>	<p>Number of ballot</p>
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<p><b>Full name (corporate name) of shareholder (to be filled in by the Registrar)</b></p>	<p>Number of Company voting shares:</p>
<p><b>Number of votes for cumulative voting:</b></p>	<p></p>

**Resolution on issue No. :**  
**1. Terminate the powers of the current Board of Directors;**  
**2. Elect a new Board of Directors:**

No.	Full name of candidate	Number of "Yes" votes
1		
2		
3		
4		
5		
6		
7		

<div style="border: 1px solid black; padding: 2px; display: inline-block;"> <b>AGAINST all candidates</b> </div>	<div style="border: 1px solid black; width: 80%; margin: 0 auto; height: 20px;"></div>
<div style="border: 1px solid black; padding: 2px; display: inline-block;"> <b>ABSTAINED on all candidates</b> </div>	<div style="border: 1px solid black; width: 80%; margin: 0 auto; height: 20px;"></div>

**Attention!** For cumulative voting, the number of votes of each shareholder is multiplied by the number of persons to be elected to the Board of Directors. A shareholder (person participating in the Meeting) may give the votes thus obtained to one particular candidate or distribute such votes between two or more candidates, or vote "against all" or "abstained on all candidates", leaving uncrossed only the selected voting option.  
A fractional part of the vote resulting from multiplication of the number of votes belonging to the shareholder holding a fractional part of a share, by the number of persons to be elected to the Board of Directors, can only be given to one candidate.  
**The above described manner of cumulative voting shall apply unless otherwise provided for in Clauses 1, 2, 3.**

1. If the voting is authorised by a power of attorney issued in relation to shares transferred after compilation of the List of persons entitled to participate in the General Meeting (hereinafter, "the List"), please specify the number of votes given to the selected option in the field opposite the selected (uncrossed) voting option, and make a note explaining the reasons for filling in the field:  
 - voting under a power of attorney issued in relation to shares transferred after compilation of the List.

2. If not all the shares were transferred after compilation of the List, please specify the number of votes given to the selected option in the field opposite the selected (uncrossed) voting option, and make a note explaining the reasons for filling in the field. If instructions are received from the purchasers of shares transferred after compilation of the List regarding such shares, and if such instructions coincide with the uncrossed voting option, such votes are summed up:  
 - some of the shares were transferred after compilation of the List.

3. If the voting is done according to the instructions of persons who purchased shares after compilation of the List, or in accordance with instructions from the owners of relevant depositary receipts, please specify the number of votes given to each voting option in the field opposite the selected voting options and make a note explaining the reasons for filling in the field:  
 - voting in accordance with instructions from the purchasers of shares transferred after compilation of the List and (or) in accordance with instructions from the owners of the relevant depositary receipts.

**Signature of shareholder (representative)** \_\_\_\_\_ (signature) \_\_\_\_\_ (Full name)

**The ballot sheet is signed by a shareholder or his/her representative.**

Documents attesting the powers of successors and representatives of persons included on the list of persons entitled to participate in the General Meeting of Shareholders (or notarised copies thereof) are attached to the ballot sheet.

## MOSTOTREST Open Joint Stock Company

24 Myasnitskaya St. Bld. 3, Moscow, 101990, Russian Federation

A General Meeting of Shareholders in presentia is scheduled for: \_\_ \_\_\_\_ 200\_\_ at \_\_ hours \_\_ minutes

Address of the meeting: city \_\_\_\_\_, street \_\_\_\_\_, bldg\_\_.

The address to which completed ballots sheets may be sent: post code, city \_\_\_\_\_, street \_\_\_\_\_, bldg\_\_.

Form: in absentia

Deadline for accepting the completed ballots: \_\_ \_\_\_\_ 200\_\_

Postal address to which the completed ballot sheet is sent: post code, city \_\_\_\_\_, street \_\_\_\_\_, bldg\_\_.

Number of ballot

### BALLOT SHEET

**Full name (corporate name) of shareholder (to be filled in by the Registrar)** \_\_\_\_\_

**Number of the Company's voting shares:** \_\_\_\_\_

**Resolution on issue No.:**

<b>FOR</b>

<b>AGAINST</b>

<b>ABSTAINED</b>

Select (leave uncrossed) one voting option corresponding to your decision (unless otherwise provided for in Clauses 1, 2, 3).

**Resolution on issue No.:**

1. Terminate the powers of the current Internal Audit Commission;

2. Elect a new Internal Audit Commission as follows:

No.	Full name of candidate	FOR	AGAINST	ABSTAINED
1		FOR 	AGAINST 	ABSTAINED 
2		FOR 	AGAINST 	ABSTAINED 
3		FOR 	AGAINST 	ABSTAINED 
4		FOR 	AGAINST 	ABSTAINED 
5		FOR 	AGAINST 	ABSTAINED 
6		FOR 	AGAINST 	ABSTAINED 

Select (leave uncrossed) one voting option, corresponding to your decision on each candidate. A ballot in which the "FOR" option is left uncrossed for more than \_\_ (\_\_\_\_) (the number of members of the Internal Audit Commission according to the Articles of Association) candidates will be deemed invalid for voting on the given issue (unless otherwise provided in Clauses 1, 2, 3).

1. If the voting is authorised by a power of attorney issued in relation to shares transferred after compilation of the List of persons entitled to participate in the General Meeting (hereinafter, "the List"), please specify the number of votes given to the selected option in the field opposite the selected (uncrossed) voting option, and make a note explaining the reasons for filling in the field:

- voting under a power of attorney issued in relation to the shares transferred after the date of composing the List.

2. If not all the shares were transferred after compilation of the List, please specify the number of votes given to the selected option in the field opposite the selected (uncrossed) voting option, and make a note explaining the reasons for filling in the field. If instructions are received from the purchasers of shares transferred after compilation of the List regarding such shares, and if such instructions coincide with the uncrossed voting option, such votes are summed up:

- some of the shares were transferred after the date of composing the List.

3. If the voting is done according to the instructions of persons who purchased shares after compilation of the List, or in accordance with instructions from the owners of relevant depositary receipts, please specify the number of votes given to each voting option in the field opposite the selected voting options and make a note explaining the reasons for filling in the field:

- voting in accordance with instructions from the purchasers of shares transferred after the date of composing the List and (or) in accordance with instructions from the owners of the respective depositary receipts.

**Signature of shareholder (representative)** \_\_\_\_\_ (signature) \_\_\_\_\_ (Full name)

**The ballot sheet is signed by a shareholder or his/her representative.**

Documents attesting the powers of successors and representatives of persons included on the list of persons entitled to participate in the General Meeting of Shareholders (or notarised copies thereof) are attached to the ballot sheet.