

## Shareholders' rights and powers

Percentage of voting shares	Shareholders' rights and powers
Any	<p>May participate in any general shareholders' meetings with the right to vote on any matters within its competence, are entitled to dividends or, in the case of liquidation, distribution of the company's property.</p> <p>Are entitled to notice of any general shareholders meetings.</p> <p>May participate in any general shareholders' meetings by proxy.</p> <p>Pre-emption in respect of any additional shares or convertibles placed by open subscription in proportion to the number of their shares of that class.</p> <p>Pre-emption in respect of any additional shares or convertibles placed by closed subscription in proportion to the number of their shares of that class, if they voted against the relevant resolution or did not participate in such voting.</p> <p>May inspect the company's documents listed in cl. 1 of art. 89 of the Federal Law "On Joint-Stock Companies" (except for accounting documents and minutes of the collective executive body's meetings).</p>
1 %	<p>May inspect the list of persons entitled to participate in a general shareholders meeting.</p> <p>May require the registrar to disclose the names of holders, number, category (type) and nominal value of their shares.</p> <p>May sue any member of the board of directors, sole executive body (general director), any member of the collective executive body, as well as any management company or managing officer for any losses caused to the company by their wrongful actions (omission).</p>
2 %	<p>May put any items on the agenda of any annual general shareholders meeting and propose nominees to the board of directors, collective executive body, audit committee, counting commission, and a nominee for the office of the sole executive body. May propose wordings of resolution for any proposed items.</p>
10 %	<p>May call an extraordinary general shareholders meeting, may put any items on the meeting's agenda and propose nominees to the company's management bodies.</p> <p>May audit business activity of the company.</p>
20 %	<p>Considered an interested party in any transaction made by the company where acting as a party, beneficiary, intermediary or representative.</p>
25 %	<p>May block any resolutions of the company requiring a majority of at least three fourths of votes in a general meeting.</p>

	May inspect any accounting documents and minutes of meetings of the collective executive body
30 %	30 % or more of the placed voting shares constitute a quorum at any adjourned general shareholders meeting.
50 %	A simple majority of the placed voting shares constitutes a quorum at the general shareholders meeting. Any resolution voted by a meeting may be approved by a simple majority of votes, unless it requires at least three fourths of votes.
75 %	Placement of shares by closed subscription. Placement by a public offering of shares in excess of 25 % of the previously placed ordinary shares. Amendments to or restatement of the company's charter. Reorganisation of the company. Liquidation of the company. Determination of the number, nominal value, category (type) of authorized shares and the rights attached thereto. Buy-back. Approval of major transactions where the underlying property costs more than 50 % of the book value of the company's assets.

## Mandatory Offer

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Any person who buys (directly or through affiliates) any shares in an OJSC whereby that person's shareholding exceeds the thresholds of 30%, 50% or 75% of the total number of voting shares in that OJSC must approach the other shareholders with an offer to buy their shares (public offer). Minority shareholders may reject any such offer.

Any person who buys (directly or through affiliates) any shares in an OJSC whereby that person's shareholding exceeds 95% of the total number of voting shares in that OJSC must buy-out shares of other shareholders upon their request. The difference from the previous paragraph is that the major shareholder is not obliged to send a public offer, but only to notify the minority shareholders about their right to demand redemption. The minority shareholders can demand redemption of their shares in six months from the date of the notification.

Where more than 10% of voting shares in an OJSC is bought under the last public offer, bringing the relevant shareholding to more than 95%, the relevant shareholder *has right (but not obliged)* to approach the other shareholders with a *request* to sell their shares. In that case, minority shareholders *may not reject* any such offer.

### Mandatory Offer Calendar

New shares are credited to the majority shareholder's securities account	
Time allowed to make the mandatory offer to the Company	35 days
Time allowed for the Company to notify all its shareholders of the offer and board of directors' recommendations	15 days
Minimum time to be allowed for shareholders to accept the offer	70 days
Maximum time to be allowed for shareholders to accept the offer	80 days
Time allowed for the shares to be transferred to the buyer's account	15 days
Maximum time allowed to pay for the shares transferred	15 days

Thus, it may take up to **160 days** to have a mandatory offer carried out (from the date new shares are credited to the majority shareholder's account up to the date of payment for the shares bought from a minority shareholder).