

**APPROVED**  
**by the Resolution made by the Annual**  
**General Meeting of Shareholders**  
**of OAO (Open Joint Stock Company)**  
**SIBUR Holding**  
**(Minutes № 43 dd. April «25», 2014)**

**ARTICLES OF ASSOCIATION**  
**of Open Joint Stock Company**  
**SIBUR Holding**

(Revised Version №13)

**city of Saint Petersburg**  
**2014**

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### **Article 1. General Terms**

1.1. Open Joint Stock Company SIBUR Holding (hereinafter referred to as the Company) was incorporated in accordance with the current law of the Russian Federation.

1.2. The Company's legal standing, its shareholders rights and obligations shall be as set forth in the Civil Code of the Russian Federation, Federal Act "About Joint Stock Companies", other legal acts of the Russian Federation and these Articles of Association.

1.3. The Company shall be established in perpetuity.

### **Article 2. Company's Business Name and Registered Office**

2.1. The Company's business name in Russian shall be:

full – Открытое акционерное общество «СИБУР Холдинг»;

abbreviated – ОАО «СИБУР Холдинг».

2.2. The Company's business name in English shall be:

full – Open Joint Stock Company "SIBUR Holding";

abbreviated – OJSC "SIBUR Holding".

2.3. The Company's registered office shall be located at the address:

5 Galernaya str., Letter A, 190000 St. Petersburg, Russia.

### **Article 3. Company's Legal Status**

3.1. The Company shall be a legal person as of the moment of its state registration, shall own segregated property booked on its independent balance and shall be entitled to acquire and exercise property and personal nonproperty rights on its own behalf, incur obligations, act as a plaintiff and defendant in court.

3.2. The Company shall be an open joint stock company.

3.3. The Company shall have civil rights and incur obligations necessary for any kind of activity performing consistent with the current law.

3.4. The Shareholders shall not be held liable for the Company's obligations and shall bear the risk of loss regarding its activity to the extent of the shares value held by them.

3.5. The Shareholders failing to pay for their shares in full shall bear joint and several liability for the Company's obligations to the extent of outstanding value of the shares held by them.

3.6. Both natural and legal persons shall be entitled to become the Company's shareholders.

3.7. The Company shall open bank accounts in the territory of the Russian Federation and abroad in Rubles and any foreign currency in accordance with the current law.

3.8. The Company shall be deemed as the owner of any property transferred by its shareholders as a means of payment for the shares.

3.9. The Company shall be entitled under the appropriate procedure to be involved in other companies establishment in the territory of the Russian Federation and abroad, to acquire stocks (shares) in their authorized capitals as well as buildings, constructions, land, natural resources licences, securities and any other property that in accordance with the current law of the Russian Federation may be deemed a legal person's property item.

3.10. The Company shall keep accounting, statistical and fiscal records in accordance with the current law of the Russian Federation.

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3.11. Interacting with state authorities the Company shall perform measures regarding mobilization training and civil defense organization and carry out any other works implying using the data being the classified information. The Sole Executive Body shall be liable for the works proper organization implying using the data being the classified information. In case of the Company reorganization, liquidation or the works ceasing implying using the data being the classified information the Company shall ensure the safety of such data and carriers thereof.

3.12. The Company shall have a round seal bearing its full firm name in Russian and referring to its registered address; such seal may also bear the Company's firm name in any foreign language or in any language of the peoples of the Russian Federation. The Company may have letterheads, stamps bearing its name in Russian and any foreign language and its trademark, its emblem, trademark and other means of visual identification.

#### **Article 4. Company's Liability**

4.1. The Company shall be liable for its obligations to the extent of all its property.

4.2. The Company shall not be liable for its shareholders obligations.

4.3. The State and its authorities shall not be liable for the Company's obligations and the Company shall not be liable for the State' and its authorities' obligations.

#### **Article 5. Branches and Representative Offices, Subsidiary and Affiliate Companies**

5.1. The Company shall be entitled by the resolution made by the Board of Directors to establish branches and open representative offices both in the territory of the Russian Federation and abroad.

The Company's branches and representative offices shall not be deemed as legal persons.

5.2. The Company's branches and representative offices shall perform their actions on behalf of the Company and act subject to the Regulations ratified by the Company's Board of Directors. The branches and representative offices shall be vested by the Company with the property to be booked both on their independent balances and the Company's balance. The Company shall be liable for its branches and representative offices activity. Branches and representative offices managers shall be appointed to the office and dismissed by the resolution made by the Company's Management Board and shall act on the basis of powers of attorney issued by the Company.

5.3. Any amendments to the Company's Articles of Association regarding branches establishment and representative offices opening by the Company and liquidation thereof shall be made subject to the resolution made by the Company's Board of Directors. Information regarding any amendments hereto in connection with the information changing about its branches and representative offices shall be provided to the state registration authority for legal persons by giving a notice. The aforementioned amendments to the Company's Articles of Association shall come into effect for any third parties as of the moment of sending a notice thereof to the state registration authority for legal persons.

5.4. The Company shall be entitled to have subsidiary and affiliate companies having the rights of a legal person both in the territory of the Russian Federation and abroad.

5.5. Subsidiary and affiliate companies establishment by the Company, branches and representative offices opening outside the Russian Federation shall be made subject to these Articles of Association and foreign state law where such subsidiary or affiliate company's, branch's or representative office's registered office shall be situated except as otherwise provided by any international treaty made by the Russian Federation.

#### **Article 6. Company's Object and Primary Activities**

6.1. The Company was incorporated to receive profit by means of manufacturing organization and production distribution, trading transactions performing, marketing and other

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services rendering and carrying any other kinds of activity consistent with the current law of the Russian Federation.

6.2. The Company's primary activities are:

- wholesale trading by petrochemical products, textile goods for various application, synthetic and hydrolyzed ethanol and any other principal organic chemical agents;
- oil, petroleum derivatives, condensate, gas and other mineral deposits extraction (including exploration and drilling), transportation and processing organization, broad fraction of light hydrocarbons, petroleum derivatives and other products producing, gas, condensate, oil, petroleum derivatives and other raw hydrocarbons conversion and other raw materials processing products sales;
- implementation and/or participation in investment and research programs and projects regarding oil, gas and condensate fields exploitation, other raw hydrocarbons conversion, catalyst agents, adsorbents and other products development to ensure the condensate, gas, oil and other raw materials most effective extraction and processing due to manufacturing facilities development, technical upgrading and reconstruction, by means of raw materials deep procession, chemical and petrochemical products manufacturing organization;
- investment activity performing including transactions with securities in accordance with the current law of the Russian Federation as well as by means of banking, investment and insurance institutions and pension funds establishment;
- cargoes forwarding by railway, marine and highway transportation;
- consumer goods wholesale and retail trading organization;
- advertising and publishing activities organization, exhibitions, trade fairs, auctions holding and etc.
- all kinds of forwarding services rendering including cargo declaring, customs clearance and insurance;
- erection, reconstruction, maintenance and servicing of any manufacturing, housing, cultural and general, trading and other objects;
- performing agency, consulting, marketing, foreign economic activities including export and import transactions carrying out;
- precious metals acquiring including breakage, rejects and spent catalysts, their transfer to processing plants in the Russian Federation to be processed with the finished products selling within the term set by the law.

6.3. The Company shall be entitled to perform any other kinds of activity consistent with the current law of the Russian Federation. The Company shall be entitled to perform certain kinds of activity whose list was determined by federal acts only on receiving a specific permit (licence).

## **Article 7. Company's Authorized Capital. Allotted and Additional Shares**

7.1. The Company's Authorized Capital makes up 21,784,791,000.00 (twenty-one billion seven hundred eighty-four million seven hundred ninety-one thousand) Rubles divided into 2,178,479,100 (two billion one hundred seventy-eight million four hundred seventy-nine thousand one hundred) ordinary registered shares with par value of 10 (ten) Rubles each (Allotted Shares).

7.2. The Company shall be entitled to issue additionally to the Allotted Shares 9,653,045,500 (nine billion six hundred fifty-three million forty-five thousand five hundred) ordinary registered shares and 2,500,000,000 (two billion five million) preferred shares with par value of 10 (ten) Rubles each (Additional Shares) ranking pari pasu with the Allotted Shares of the same category (type).

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7.3. The payment for the Company's shares may be made in money, securities, other things, property or any other rights having money value.

7.4. In case of payment making for the Additional Shares by nonmonetary assets such assets money value transferred as the payment for shares shall be made by the Company's Board of Directors subject to Clause 77 of Federal Act "About Joint Stock Companies".

7.5. The Company's Authorized Capital may be:

- increased by means of shares par value increasing through the Company's property or by means of Additional Shares allotment;
- reduced by means of shares par value reducing or their total amount reduction including by means of any part of the shares acquiring and redemption.

7.6. The resolution on the Company's Authorized Capital increasing by means of the shares par value increasing shall be made at the General Meeting of Shareholders by the majority of shareholders votes taking part in the General Meeting of Shareholders.

7.7. The resolution on the Company's Authorized Capital increasing by means of Additional Shares allotment by means of private subscription, by means of ordinary shares public offering comprising more than 25 per cent of previously allotted ordinary shares, by means of public offering of issue-grade securities convertible into ordinary shares that may be converted into ordinary shares comprising more than 25 per cent of previously allotted ordinary shares shall be made at the General Meeting of Shareholders by three fourths of shareholders votes holding voting shares taking part in the General Meeting of Shareholders.

Additional Shares may be allotted by the Company only to the extent of the authorized shares determined by the Company's Articles of Association.

7.8. The resolution on the Authorized Capital reducing and correspondent amendments making to the Company's Articles of Association shall be made at the General Meeting of Shareholders complying with the requirements set forth in the current law of the Russian Federation.

7.9. The Company shall be entitled to acquire its allotted shares subject to the resolution made by the Board of Directors to make outstanding in future. Any and all shares acquired by the Company in accordance hereunder shall not be entitled to vote, shall not be considered in the course of the votes counting, shall not have dividends paid thereon. Such shares shall be placed at least at their market value during a year as of the moment of their acquisition. Otherwise the General Meeting of Shareholders shall make a resolution to reduce the Company's Authorized Capital by means of such shares redemption.

## **Article 8. Company's Bonds and Other Issue-Grade Securities**

8.1. The Company shall be entitled to allot its bonds and other issue-grade securities provided by the legal acts on securities adopted in the Russian Federation.

8.2. The Company's bonds and other issue-grade securities shall be allotted subject to the resolution made by its Board of Directors excluding the cases when they are allotted subject to the decision made at the General Meeting of Shareholders complying with Federal Act "About Joint Stock Companies".

8.3. A bond shall certify its holder's power to require such bond's redemption (its par value or par value together with the accrued interest repayment) at the maturity date. Any resolution for bonds issue shall determine their form, maturity dates and other redemption provisions.

8.4. Any bond shall have a par value.

8.5. The Company shall be entitled to allot bonds with a single maturity date or bonds with a series of maturity dates fixed for certain terms.

Bonds may be issued as registered or bearer bonds. When issuing registered bonds, the Company shall keep the register of their holders. The Company shall provide the possibility for bonds early redemption at their holders' discretion.

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## **Article 9. Company's Shareholders Rights and Obligations**

9.1. Shareholders holding the Company's ordinary shares shall be entitled:

- to be present at the General Meeting of Shareholders having voting rights for any matters falling within its responsibility;
- to receive dividends;
- in case of the Company's liquidation to receive any part thereof remaining after settlements making with its creditors;
- to participate in the Company's affairs management subject to the procedure determined by the current law of the Russian Federation;
- to receive any information on the Company's affairs in cases and subject to the procedure determined by the current law of the Russian Federation, these Articles of Association and the Corporate Code of Conduct approved by the Board of Directors.

9.2. Any shareholder(s) holding in aggregate at least 10 (ten) per cent of the Company's voting shares shall be entitled to require separate auditing of the Company's affairs by independent auditors.

9.3. The Company's shareholders shall:

- comply with the provisions set forth herein;
- pay for the Company's shares subject to the procedure provided by the current law of the Russian Federation and herein;
- use their powers reasonably and in good faith purporting no actions causing actual damage to the Company including disclosing no confidential information as to the Company's affairs;
- in the cases provided by the current law of the Russian Federation call to the Company's notice the information on their interest in any transaction;
- fulfill any other obligations provided by the current law of the Russian Federation and herein.

## **Article 10. Company's Funds and Net Assets**

10.1. The Company shall create a surplus fund equal to 5 (five) per cent of the Authorized Capital to be formed by means of making mandatory annual contributions in the amount of at least 5 (five) per cent of the Company's net profit up to the determined amount receiving.

10.2. The surplus fund shall be meant for the Company's losses recovery and for the Company's bonds and shares redemption in case it has no more available funds. The surplus fund shall not be used for any other purposes.

10.3. Subject to the resolution made by the General Meeting of Shareholders the Company may establish other funds.

10.4. The Company's net assets value shall be estimated subject to the data in accounting records in accordance with the procedure determined by the federal executive agency authorized by the Government of the Russian Federation.

## **Article 11. Company's Profit and its Allocation**

11.1. The Company's profit after the taxes payment (net profit) shall be at its disposal.

11.2. The Company's net profit shall be used for the dividends payment, surplus and other Company's funds replenishment as well as for other purposes regarding the Company's affairs.

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## **Article 12. Company's Dividends**

12.1. Considering the results of first quarter, six months, nine months of a financial year and (or) the whole financial year the Company shall be entitled to make resolutions on (declare) the dividends payment on outstanding shares except as otherwise provided by Federal Act "About Joint Stock Companies" and carry out their payment subject to the limitations determined by the current law of the Russian Federation.

12.2. The resolution on dividends payment (declaring) including fixing a dividend amount, the form of its payment under each category (type) of shares, date when the persons are determined entitled to receive dividends shall be made at the General Meeting of Shareholders. The dividend's amount shall not exceed the sum suggested by the Board of Directors. The resolution as to fixing the date when the persons are determined entitled to receive dividends shall be made only on the suggestion of the Company's Board of Directors. Any resolution on dividends payment shall fix the dividends amount per each share and the funds allocated for dividends payment.

12.3. The date when the persons are determined entitled to receive dividends subject to the resolution on dividends payment (declaring) shall not be fixed earlier than in 10 (ten) days as of making the decision on dividends payment (declaring) and later than in 20 (twenty) days as of such resolution making.

12.4. The date of dividends payment to the nominee and trustee being a professional securities market participant included to the register of shareholders shall not exceed 10 (ten) working days and to other persons included to the register of shareholders – 25 (twenty-five) working days as of the date when the persons are determined entitled to receive dividends.

12.5. The dividends shall be paid by monetary assets only.

12.6. The dividends payment shall be made by bank transfer by the Company or on its behalf by the Registrar responsible for the Company's register of shareholders keeping or by a credit institution subject to the procedure provided by Federal Act "About Joint Stock Companies". All persons entitled to receive dividends whose powers are asserted by the shares nominee shall receive the dividends in monetary assets in the depositary institution where they have opened a securities account.

## **Article 13. Register of the Company's Shareholders**

13.1. The Register of the Company's Shareholders shall contain the information on each registered person, the number and categories of the shares entered as held by each registered person and any other data provided by legal acts of the Russian Federation.

13.2. The holder of the Register of the Company's Shareholders shall be a Registrar, i.e. a professional securities market participant performing the exclusive activity of keeping the register of registered securities holders subject to the provisions of the agreement made with the Company and having a license to act as such. The Registrar's approval and execution of agreement provisions to be made with him as well as making a resolution to terminate such agreement shall be the responsibility of the Board of Directors.

13.3. An entry to the Register of the Company's Shareholders shall be made upon the shareholder's or a share's nominee demand within 3 (three) days as of the moment of the documents submitting determined by the legal acts of the Russian Federation.

13.4. The holder of the Register of the Company's Shareholders upon the shareholder's or a share's nominee demand shall certify its/his rights for the share by means of issuing an extract from the Register of the Company's Shareholders that shall not be deemed as a security.

## **Article 14. General Meeting of Shareholders**

14.1. The Company's supreme management body shall be the General Meeting of Shareholders.

14.2. The Company shall within 6 (six) months and at least 2 (two) months after each financial year expiration hold the annual General Meeting of Shareholders dealing with the matters regarding the Board of Directors and Review Committee electing, the Company's

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auditor approving, annual statements and annual accounting reports including the Company's profit and loss statement (account) confirmation as well as its profit allocation including the dividends payment (declaring) and its losses allocation considering the results of a financial year. The annual General Meeting of Shareholders shall be entitled to deal with other matter referred by the current law of the Russian Federation and these Articles of Associations to the responsibility of the General Meeting of Shareholders.

14.3. Any and all General Meeting of Shareholders held apart from the annual one shall be referred to as extraordinary.

General Meetings of Shareholders shall be held in the city of St. Petersburg or in the city of Moscow.

14.4. The General Meetings of Shareholders shall be deemed as duly constituted (having a quorum) in case there are present in person or by proxy more than 50% of the Company's outstanding voting shares.

14.5. In case the quorum is not present for the annual General Meeting of Shareholders holding it shall be adjourned and such adjourned General Meeting of Shareholders shall have the same agenda.

14.6. The adjourned General Meeting of Shareholders shall be held subject to the procedures provided by the current law of the Russian Federation and herein.

14.7. The adjourned General Meeting of Shareholders shall be deemed as duly constituted (having a quorum) in case there are present in person or by proxy more at least 30% of the Company's outstanding voting shares.

14.8. In case of the adjourned General Meeting of Shareholders holding in less that 40 (forty) days after the failed General Meeting of Shareholders the persons entitled to be present at such General Meeting of Shareholders shall be determined in accordance with the list of persons entitled to be present at the initial (failed) General Meeting of Shareholders.

14.9. An extraordinary General Meeting of Shareholders shall be held as determined by the resolution of the Board of Directors at its own discretion, subject to a demand made by the Review Committee, Company's auditor, shareholder(s) holding at least 10 (ten) percent of the Company's voting shares as for the date of demand making.

14.10. An extraordinary General Meeting of Shareholders shall be convened and held subject to the procedure and within the terms determined by the current law of the Russian Federation, herein and the Regulations on the General Meeting of Shareholders.

### **Article 15. Responsibility of the General Meeting of Shareholders**

15.1. The General Meeting of Shareholders shall be responsible for:

1) making amendments and annexes to the Company's Articles of Association or the Articles of Association ratification in a revised version;

2) Company's reorganization;

3) Company's liquidation, Liquidation Committee appointment and interim and final liquidation balance sheet confirmation;

4) fixing the number of the Board of Directors members, their election and early termination of office;

5) determination of the authorized shares number, par value and category (type) and the rights granted by them;

6) the Company's Authorized Capital increasing by means of shares par value increasing, Additional Shares allotment by means of private subscription, by means of ordinary shares public offering comprising more than 25 (twenty-five) per cent of previously allotted ordinary shares, by means of public offering of issue-grade securities convertible into ordinary shares that may be converted into ordinary shares comprising more than 25 (twenty-five) per cent of previously allotted ordinary shares;

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7) the Authorized Capital increasing by means of preferred shares or additional ordinary shares public offering within the limitations and categories (types) of authorized ordinary shares comprising not more than 25 (twenty-five) per cent of earlier allotted ordinary shares or by means of shares allotment among the Company's shareholders on account of the Company's property.

8) making a resolution on public offering of issue-grade securities convertible into preferred or ordinary shares comprising not more than 25 (twenty-five) per cent of previously allotted ordinary shares;

9) Company's bonds and other issue-grade securities allotment convertible into shares excluding the cases when they shall be allotted subject to the resolution of the Company's Board of Directors in accordance with Federal Act "About Joint Stock Companies".

10) the Company's Authorized Capital reducing by means of shares par value reducing, by means of the Company's acquiring a part of the shares in order to reduce their total number as well as by means of redemption the Company's acquired or treasury shares.

11) Review Committee members election and their early termination of office. Fixing the amount of remunerations and compensations paid to the Review Committee members as suggested by the Board of Directors;

12) The Company's auditor approving;

13) dividends payment (declaring) considering the results of the first quarter, six months, nine months of each financial year;

14) annual statements and annual accounting reports including the Company's profit and loss statement (account) confirmation as well as its profit allocation (including the dividends payment (declaring) excluding the profit allotted as dividends considering the results of the first quarter, six months, nine months of each financial year) and its losses allocation considering the results of a financial year;

15) determining the procedure of the General Meeting of Shareholders holding;

16) Ballot Committee members election and early termination of office in the cases provided by the current law of the Russian Federation;

17) shares splitting and consolidation;

18) making resolutions on transactions approval if there is the interest in making thereof in the cases provided by the current law of the Russian Federation and herein;

19) making resolutions on major transactions approval in the cases provided by the current law of the Russian Federation and herein;

20) the allotted shares acquiring by the Company in the cases provided by the current law of the Russian Federation and herein;

21) making resolutions on participation in financial and industrial groups, associations and other joint commercial entities;

22) internal documents approval controlling the Company's managerial bodies activity;

23) making resolutions on the Sole Executive Body authorities transfer under the agreement made with a business company (management company) or individual entrepreneur (manager) as suggested by the Board of Directors;

24) making resolutions on a management company or manager early termination of office;

25) making resolutions on submitting an application regarding the delisting of Company's shares and (or) other issue-grade securities convertible into its shares;

26) dealing with any other matters provided by the current law of the Russian Federation and herein.

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15.2. The matters referred to the responsibility of the General Meeting of Shareholders shall not be transferred to be considered by the Board of Directors excluding the matters provided by the current law of the Russian Federation.

### **Article 16. Resolutions made by the General Meeting of Shareholders**

16.1. The resolutions on the matters set forth in Sub-Paragraphs 1-3, 5, 20, 25 of Paragraph 15.1 hereof shall be made at the General Meeting of Shareholders by three fourths of shareholders votes holding the Company's voting shares taking part in the General Meeting of Shareholders.

The resolutions on the matters regarding shares and other issue-grade securities allotment in the cases provided by Federal Act "About Joint Stock Companies" shall be made at the General Meeting of Shareholders by three fourths of shareholders votes holding the Company's voting shares taking part in the General Meeting of Shareholders.

The resolutions on the matters regarding the Company's Authorized Capital reducing by means of shares par value reducing as well as owing to the fact that the Company's net assets value became less than the Authorized Capital amount shall be made by three fourths of shareholders votes holding the Company's voting shares taking part in the General Meeting of Shareholders.

16.2. The resolutions on the matters set forth in Sub-Paragraphs 2, 6, 17-23 of Paragraph 15.1 hereof shall be made at the General Meeting of Shareholders only at the suggestion of the Board of Directors.

16.3. The resolutions of the General Meeting of Shareholders on any other matters put to vote shall be made by the majority of shareholders votes holding the Company's voting shares taking part in the General Meeting of Shareholders except as otherwise provided by Federal Act "About Joint Stock Companies".

16.4. The General Meeting of Shareholders shall not be entitled to make resolutions on the matters not placed to the agenda and to change such agenda.

### **Article 17. Proposals as to the Agenda Items, Information on the General Meeting of Shareholders holding**

17.1. The agenda of the General Meeting of Shareholders shall be determined by the Board of Directors in the course of its preparation for the General Meeting of Shareholders holding.

17.2. Shareholder(s) jointly holding at least 2 (two) per cent of the Company's voting shares shall be entitled to propose any matters to be included to the agenda of the annual General Meeting of Shareholders and to recommend persons to be elected to the Company's Board of Directors, Review Committee and Ballot Committee whose number shall not exceed the number fixed for the members of a respective body.

The aforementioned proposals shall be sent to the Company not more than 30 (thirty) days after each financial year ending. The proposal on any matters including to the agenda of the General Meeting of Shareholders and the proposal recommending candidates shall be executed in writing specifying the name(s) of shareholder(s) suggesting them and the number and category (type) of shares held by them and shall be signed by such shareholder(s).

The aforementioned proposals shall be executed in accordance with the provisions of Federal Act "About Joint Stock Companies".

17.3. In addition to the matters suggested to be included to the agenda of the General Meeting of Shareholders by shareholders and in case of there are no such suggestions or such candidates or their number is insufficient to form a respective body, the Board of Directors shall be entitled to include to the agenda of the General Meeting of Shareholders any matters and persons to be elected at its own discretion.

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17.4. A notice on the General Meeting of Shareholders holding shall be sent to shareholders in writing (by registered mail or delivered against written acknowledgement) at least 20 (twenty) days before its holding, and in case of the General Meeting of Shareholders holding whose agenda includes the matter as to the Company's reorganization – at least 30 (thirty) days before its holding.

17.5. Any and all information (materials) to be submitted subject to the current law of the Russian Federation and hereto to shareholders in the course of preparation for the General Meeting of Shareholders holding at least 20 (twenty) days and in case of the General Meeting of Shareholders holding whose agenda includes the matter as to the Company's reorganization – at least 30 (thirty) days before its holding, shall be available for the persons entitled to be present at the General Meeting of Shareholders for examination at a place specified in the notice on the General Meeting of Shareholders holding. On shareholders demand the Company shall within 2 (two) days provide them copies of the aforementioned documents.

17.6. In case the person entered into the Register of the Company's shareholders is the shares nominee, any notice on the General Meeting of Shareholders holding and information (materials) to be submitted to the persons entitled to be present at the General Meeting of Shareholders in the course of preparation for the General Meeting of Shareholders holding shall be sent to such shares nominee in electronic form (as electronic documents signed by electronic signature). The shares nominee shall bring to the attention of its depositors the notice on the General Meeting of Shareholders holding and the information (materials) received in accordance hereunder subject to the procedure and within the terms determined by legal acts of the Russian Federation or the provisions of an agreement made with a depositor.

#### **Article 18. Presence and Voting at the General Meeting of Shareholders, Minutes of the General Meeting of Shareholders**

18.1. The shareholders shall be present at the General Meeting of Shareholders in person or by proxy.

18.2. Any proxy representing a shareholder at the General Meeting of Shareholders shall act in accordance with the authorities set forth in a power of attorney executed in writing. A power of attorney authorizing to vote shall contain the data of a principal and attorney (for natural persons – names, identification document data (series and (or) number, date and place of issue, its issuing authority), for legal persons – name, information on registered office). A power of attorney authorizing to vote shall be executed subject to the requirements of the Civil Code of the Russian Federation or certified by a Notary Public.

18.3. The General Meeting of Shareholders shall be presided by the Chairman of the Board of Directors. In case he fails to be present, the General Meeting of Shareholders shall be presided by the Vice-Chairman of Board of Directors. In case both the Chairman and Vice-Chairman of Board of Directors fail to be present, the General Meeting of Shareholders shall be presided by one of the members of the Board of Directors as determined by the Board of Directors. In case there are no members of the Board of Directors or they refuse to perform respective functions, the Sole Executive Body shall preside the General Meeting of Shareholders.

18.4. Voting at the General Meeting of Shareholders shall be made subject to the rule "one Company's voting share – one vote", except as the current law of the Russian Federation provides the other voting method.

18.5. Subject to the voting method the General Meeting of Shareholders may be held both in the form of shareholders presence and as absentee voting (by poll).

In case of shareholders presence the General Meeting of Shareholders offers the shareholders an opportunity to be jointly present to discuss the matters on the agenda and make a resolution on those put to vote.

The absentee voting means making resolutions without the shareholders joint presence to discuss the matters on the agenda and make a resolution on those put to vote. The General Meeting of Shareholders whose agenda includes the election of Board of Directors or Review Committee members, the Company's auditor approving, annual statements and annual accounting reports including the Company's profit and loss statement (account) confirmation as

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well as its profit allocation including the dividends payment (declaring) and its losses allocation considering the results of a financial year shall not be held as absentee voting.

18.6. Voting at the General Meeting of Shareholders shall be made using voting ballots and subject to the procedure provided herein and the Regulations on the General Meeting of Shareholders.

18.7. The voting results for the matters considered by the General Meeting of Shareholders shall be entered to the minutes of the General Meeting of Shareholders.

18.8. The minutes of the General Meeting of Shareholders shall be executed within 3 (three) working days as of the General Meeting of Shareholders closing or the last date of the ballots accepting in case the General Meeting of Shareholders is held as absentee voting in 2 (two) copies and signed by the person presiding the General Meeting of Shareholders and the secretary of the General Meeting of Shareholders.

### **Article 19. Board of Directors**

19.1. The Board of Directors shall be the Company's management body performing overall supervision for the Company's affairs and making resolution on all matters except those referred to the responsibility of the General Meeting of Shareholders, Management Board and Sole Executive Body.

19.2. Subject to the resolution made by the General Meeting of Shareholders the members of the Board of Directors while performing their obligations shall be entitled to receive remuneration and (or) to be reimbursed for the expenses in connection with their fulfillment of functions of the members of the Board of Directors. Such remuneration and reimbursement amounts shall be determined by the General Meeting of Shareholders.

19.3. The members of the Board of Directors shall be elected by the General Meeting of Shareholders for the term up to the next annual General Meeting of Shareholders holding.

The members of the Company's Board of Directors shall be elected by cumulative voting.

In the course of cumulative voting the number of votes owned by each shareholder shall be multiplied by the number of persons to be elected to the Board of Directors; each shareholder shall be entitled to cast such votes wholly for one candidate or allot them between two or among several candidates. The candidates receiving the highest number of votes shall be elected as the members of the Board of Directors.

In case the General Meeting of Shareholders was not held within the terms fixed herein the authorities of the Board of Directors shall cease except for the authority to prepare, convene and hold the annual General Meeting of Shareholders.

19.4. The number of the Board of Directors members shall be determined by the General Meeting of Shareholders however it shall have no less than 7 (seven) members. Subject to the resolution made by the General Meeting of Shareholders only the whole members of the Board of Directors may be early terminated.

19.5. Only natural persons shall be elected as members of the Board of Directors. The members of the Board of Directors may not be the Company's shareholders.

The number of the Management Board members elected to the Board of Directors shall not exceed one fourth of its members.

19.6. The persons elected as members of the Board of Directors may be re-elected any number of times.

19.7. The members of the Board of Directors shall disclose the information as to their holding the Company's securities and selling and (or) purchasing thereof.

### **Article 20. Responsibility of the Board of Directors**

20.1. The Board of Directors shall be responsible for:

- 1) the Company's priority areas determination;
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2) confirmation of the Company's long-term plans and principal activity programs, its annual and long-term business plans as well as the Company's annual investment program;

3) reviewing the reports on the Company's annual and long-term business plans and its annual investment program performance;

4) convening the annual and extraordinary General Meeting of Shareholders, confirmation of the agenda for the General Meeting of Shareholders, determination of the date for making the list of persons entitled to be present at the General Meeting of Shareholders and other matters referred to the responsibility of the Board of Directors regarding the General Meeting of Shareholders preparation and holding except as otherwise provided by Federal Act "About Joint Stock Companies";

5) allotment by the Company of Additional Shares received by converting the Company's allotted preferred shares of a certain type convertible into ordinary or preferred shares of other types in case such allotment does not refer to the Company's Authorized Capital increasing as well as allotment by the Company of bonds or any other issue-grade securities excluding the shares;

6) estimation of the property price (money value) (including in the course of making a resolution by the Board of Directors or General Meeting of Shareholders regarding a major transaction(s) approval if there is the interest in making thereof), the price for allotment or the procedure of its fixing and the price for issue-grade securities redemption in the cases provided by the current law of the Russian Federation or herein;

7) acquisition of the Company's allotted shares, bonds and other securities in the cases provided by the current law of the Russian Federation or herein;

8) forming the Company's executive bodies (including the collective executive body being the Company's Management Board) including determination (changing) the number of the Management Board members, election and early termination of office by the Management Board members and Sole Executive Body; approval of provisions included to the agreement to be made with the Sole Executive Body;

9) fixing the remuneration for the Management Board members;

10) suggestions to the General Meeting of Shareholders as to the Sole Executive Body authorities transfer under the agreement to a management company or manager;

11) making a resolution to suspend the authorities of a management company or manager;

12) preliminary approval of the Company's annual statement;

13) suggestions to the General Meeting of Shareholders regarding the remuneration and compensation amounts to be paid to the Review Committee members and fixing the amount of payment for the Company's auditor services;

14) suggestions to the General Meeting of Shareholders regarding the dividends amount to be paid on the Company's shares, the procedure and terms for their payment, fixing the date when the persons are determined entitled to receive dividends on the Company's shares;

15) using the Company's surplus and other funds;

16) the Company's internal documents approval excluding those whose approval is referred by Federal Act "About Joint Stock Companies" to the responsibility of the General Meeting of Shareholders and any other internal documents whose approval is referred by the current law and these Articles of Association to the responsibility of the Management Board or Sole Executive Body;

17) the Company's branches establishment and liquidation, its representative offices opening and closing;

18) major transactions approval in the cases provided by the current law of the Russian Federation;

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19) transactions approval if there is the interest in making thereof in the cases provided by the current law of the Russian Federation;

20) the Company's Registrar and the provisions of the agreement to be made with him approval and making a resolution to terminate such agreement;

21) ratification of the Regulations on the Company's structural division whose authorities include internal auditing of financial and economic activity;

22) approval of a candidate to be appointed as the Company's structural division manager whose authorities shall include internal auditing of financial and economic activity, as well as approval of the provisions to the agreement (contract) to be made with such structural division manager and approval of his dismissal at the Company's discretion;

23) approval of transactions regarding acquisition, alienation, charging or proposed alienation of the assets in the form of other Companies shares, stocks, equities (including by business companies establishment) made between any third parties and the Company, legal persons whose financial statement is consolidated with the Company's financial statement under the international standards (hereinafter referred to as SIBUR Group), the Company's subsidiary and affiliate companies, subsidiary and affiliate companies of such companies excluding the cases when such transactions shall be approved by the Board of Directors and the General Meeting of Shareholders as transactions where there is the interest or as major transactions;

24) making amendments to the Company's Articles of Association regarding the branches establishment and liquidation, its representative offices opening and closing;

25) approval of a transaction or a series of related transactions in connection with investments raising (including loans, credits, charge, payment guarantee) or any property acquisition, alienation or any proposed alienation by the Company directly or indirectly in case such investment amount or cost of such property shall be equal to at least 5 (five) per cent of the Company's assets book value determined in accordance with the data of its accounting records as for the last reporting date excluding the transactions made in the course of the Company's ordinary course of business, the cases when such transactions shall be approved or agreed by the Board of Directors and the General Meeting of Shareholders as otherwise provided by the current law and herein (including such transactions approval as transactions where there is the interest or as major transactions or as transactions approved subject to Subparagraph 23 hereof) and excluding transactions to be made by legal persons comprising SIBUR Group;

26) making resolutions to confirm the documents regarding the Additional Shares or other issue-grade securities issuing including the decision to issue the shares or other issue-grade securities, shares or other issue-grade securities prospects and reports on the results of shares or other issue-grade securities issuing by the Company;

27) suggestion for consideration by the General Meeting of Shareholders the matter on major transactions approval having the cost of 25%-50% of the Company's assets balance cost in the cases provided by Chapter X of Federal Act "About Joint Stock Companies";

28) Board of Directors committees establishment; determination of the number of their members and personal composition and approval of the Regulations regarding the Committees of Directors; annual reports and other reports reviewing regarding their activity subject to the Regulations regarding the Committees of Directors;

29) approval of key figures for the performance contract to be made with the Management Company and the report on their fulfillment;

30) submitting the application regarding the Company's shares and (or) issue-grade securities listing convertible into the Company's shares;

31) dealing with any other matters referred by the current law of the Russian Federation and herein to the responsibility of the Board of Directors.

20.2. The matters referred to the responsibility of the Board of Directors shall not be transferred to be considered by the Company's executive bodies.

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20.3. The Board of Directors on the suggestion of the Chairman of the Management Board shall be entitled to consider the matter not falling within its responsibility (excluding the matters referred to the responsibility of the General Meeting of Shareholders), resolutions on which may substantially influence the Company's affairs.

### **Article 21. Committees of the Board of Directors**

21.1. In order to achieve certain goals set by the Company the Board of Directors shall be entitled to establish committees including the Committee for Auditing, Committee for Personnel and Remuneration and any other.

21.2. Any Committee of the Board of Directors shall act subject to the Regulations regarding such Committee approved by the Board of Directors.

21.3. The members of any Committee of the Board of Directors shall be appointed by the Board of Directors.

21.4. Any Committee of the Board of Directors shall be entitled to meet when they think fit and subject to the Regulations regarding such Committee approved by the Board of Directors.

21.5. Committees of the Board of Directors shall be entitled to hold joint meetings.

### **Article 22. Chairman of the Board of Directors and Vice-Chairman of Board of Directors**

22.1. The Chairman of the Board of Directors shall be elected by members of the Board of Directors among them by the majority of the votes from the total number of the members thereof.

The Sole Executive Body may not act as the Chairman of the Board of Directors at the same time.

22.2. The Chairman of the Board of Directors shall manage its work, convene the meetings of the Board of Directors, approve their agenda and preside at the meetings of the Board of Directors, arrange minutes taking at the meetings, preside at the General Meeting of Shareholders.

22.3. In case the Chairman of the Board of Directors fails to be present, his functions shall be performed by the Vice-Chairman of Board of Directors

22.4. The Vice-Chairman of Board of Directors shall be elected by members of the Board of Directors among them by the majority of the votes from the total number of members thereof for the same term with the Chairman of the Board of Directors.

### **Article 23. Meetings of the Board of Directors**

23.1. The Board of Directors shall be entitled to make resolutions at meetings held in the form of members joint presence and as absentee voting (by poll). The Procedure for the meetings holding shall be established by the Regulations on the Board of Directors.

23.2. The meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors at his own discretion and on demand of a member of the Board of Directors, Review Committee, the Company's auditor, Sole Executive Body, Management Board.

In case the Chairman of the Board of Directors fails to be present, the meeting of the Board of Directors may be convened by the Vice-Chairman of the Board of Directors on prior written approval of the Chairman of the Board of Directors, and in case the Vice-Chairman of the Board of Directors also fails to be present – by any member of the Board of Directors also on prior written approval of the Chairman of the Board of Directors. In this case the members being present at such meeting shall elect a chairman of the meeting of the Board of Directors among them who shall fulfill any and all obligations and exercise rights vested on the Chairman of the Board of Directors at such a meeting.

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A member of the Board of Directors performing functions of the chairman at a meeting of the Board of Directors shall not be entitled to cast a deciding vote at the meetings of the Board of Directors.

23.3. The quorum for the meetings of the Board of Directors holding shall be at least a half of the elected members of the Board of Directors. When deciding as to the quorum and voting results at the meeting of the Board of Directors an opinion on the agenda item executed in writing by the member failing to be present at the meeting shall be taken into consideration. A member of the Board of Directors shall be deemed to be present at the meeting in case he participates by telephone or video conference or in any other way may effectively share his opinion during the meeting and vote on the matters being discussed.

23.4. The Board of Directors activity and its meetings minutes keeping is managed by the Secretary of the Board of Directors whose appointment and termination is the responsibility of the Board of Directors.

23.5. The procedure for the meetings of the Board of Directors convening and holding shall be determined by the Regulations on the Board of Directors approved by the General Meeting of Shareholders.

23.6. The minutes of each meeting of the Board of Directors shall be signed by the member presiding at the meeting and the Secretary of the Board of Directors. The minutes of the meeting held as absentee voting (by poll) shall be signed by the Chairman of the Board of Directors and the Secretary of the Board of Directors.

#### **Article 24. Resolution made by the Board of Directors**

24.1. When dealing with the matters at the meeting of the Board of Directors each member of the Board of Directors shall have one vote. No member of the Board of Directors shall be entitled to transfer its voting right to any person including to the other member of the Board of Directors.

The opinions executed in writing by the members of the Board of Directors failing to be present at the meeting of the Board of Directors shall be taken into consideration when determining the quorum and voting results.

24.2. The resolutions at the meeting of the Board of Directors shall be made by the majority of the votes being present at the meeting except as the current law of the Russian Federation or these Articles of Association provide for some other procedure for resolutions making.

24.3. In case of a tie the Chairman of the Board of Directors shall have a casting vote to make a resolution.

#### **Article 25. Company's Executive Bodies. Sole Executive Body**

25.1. The Company's executive bodies shall be the Sole Executive Body (General Director) and Management Board (Collective Executive Body).

25.2. The Sole Executive Body and members of the Management Board shall be appointed by the Board of Directors for the period of 3 (three) years except as the resolution of the Board of Directors determines some other term. The term of the Sole Executive Body and members of the Management Board powers may be extended subject to the decision of the Board of Directors any number of times at their discretion. The Board of Directors shall be entitled any time to early terminate the powers of the Sole Executive Body and any member of the Management Board.

25.3. The powers and obligations of the Sole Executive Body shall be determined by the current law of the Russian Federation, herein and the agreement made by him with the Company. Such agreement on behalf of the Company shall be signed by the Chairman of the Board of Directors or any person authorized by the resolution made by the Board of Directors.

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The powers and obligations of the members of the Management Board shall be determined by the current law of the Russian Federation, herein and the Regulations on the Management Board approved by the General Meeting of Shareholders. The Company shall be entitled to make agreements with the members of the Management Board signed on behalf of the Company by the Chairman of the Board of Directors or any person authorized by the resolution made by the Board of Directors.

25.4. The Sole Executive Body shall be entitled to appoint alternate directors carrying out their activity in accordance with the responsibility determined by the order of the Sole Executive Body. Alternate directors appointed by the Sole Executive Body shall act on behalf of the Company subject to the powers of attorney issued by the Sole Executive Body.

25.5. The Sole Executive Body shall confirm the organization structure of the Company.

25.6. The Sole Executive Body for the period of his vacation, business trip and any other short-time absence shall be entitled to appoint any alternate director to be the Temporary Acting Sole Executive Body.

25.7. The responsibility of the Sole Executive Body shall include any and all Company's day-to-day operations management apart from the matters referred to the responsibility of the General Meeting of Shareholders, Board of Directors and Management Board.

25.8. The Sole Executive Body shall:

- act on behalf of the Company without any power of attorney;
  - perform any and all actions on behalf of the Company involving any Company's powers and obligations arising, amendment, ceasing in its relations with natural and legal persons and state authorities and perform any and all actions and sign documents on behalf of the Company, represent the Company in any authorities dealing with the matters referred by these Articles of Association and Federal Act "About Joint Stock Companies" to the responsibility of the Company's Sole Executive Body.
  - make resolutions on making transactions by the Company except those when the resolution as to making thereof is referred hereunder to the responsibility of the Company's General Meeting of Shareholders, Board of Directors and Management Board;
  - exercise the Company's rights as a shareholder (member) of other legal persons except those matters the resolutions for which shall be referred in accordance hereunder to the responsibility of the Company's Management Board;
  - make resolutions on the Company's having a share in any other companies or on such share withdrawal except as determined in Subparagraphs 18, 19, 21 of Paragraph 15.1, Subparagraphs 18, 19, 23, 25 of Paragraph 20.1 hereof;
  - issue powers of attorney to represent the Company on its behalf including powers of attorney with the right of substitution;
  - confirm the organization structure and staff schedule of the Company, its branches and representative offices, determine the forms, systems and salaries;
  - organize the development of the Company's long-term plans and principal activity programs, its annual and long-term business plans as well as the Company's annual investment program;
  - employ and dismiss the Company's employees, make labor agreements with them on behalf of the Company;
  - make orders, decrees and give instructions obligatory for all the Company's employees;
  - approve the Company's internal documents managing its day-to-day operations whose approval subject to the current law and hereunder is referred to the responsibility of the Sole Executive Body;
  - open accounts with banks;
  - establish control for material, financial and labor resources using;
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- approve the list of data containing trade secret or being confidential;
  - ensure the compliance with the requirements of the current law of the Russian Federation in the course of performing the economic activity by the Company;
  - make resolutions on claims and suits making on behalf of the Company to legal and natural persons, exercise the rights of shareholders (members) of economic companies where the Company has a share;
  - send reports to the Board of Directors subject to the procedure, within the term and in accordance with the forms determined by the Board of Directors;
  - deal with any other day-to-day operations of the Company.

25.9. The Sole Executive Body and members of the Management Board shall disclose the information on holding the Company's securities as well as on selling and (or) purchasing thereof.

### **Article 26. The Company's Collective Executive Body**

26.1. The Management Board shall act subject to the Company's Articles of Association and the Regulations on the Management Board approved by the General Meeting of Shareholders. The number of members to the Management Board shall be determined by the Company's Board of Directors and shall be appropriate for the matters constructive discussion and for making due and effective solutions. There shall be up to 15 (fifteen) members in the Management Board.

26.2. The responsibility of the Management Board shall include:

- 1) effective operative management of the Company's day-to-day operations;
- 2) ensuring resolutions implementation made by the General Meeting of Shareholders and the Board of Directors;
- 3) appointment and dismissal from powers the managers of the Company's branches and representative offices;
- 4) approval of the list and estimation of key risks and approval of procedures for such risks management.

26.3. Any meeting of the Management Board shall be deemed as duly constituted (having a quorum) in case at least a half of the members elected to the Management Board is present. When deciding as to the quorum and voting results at the meeting of the Management Board an opinion on the agenda item executed in writing by the member of the Management Board failing to be present at the meeting shall be taken into consideration. A member of the Board of Directors shall be deemed to be present at the meeting in case he participates by telephone or video conference or in any other way may effectively share his opinion during the meeting and vote on the matters being discussed.

In case the number of the members of the Management Board shall be less than the number making the aforementioned quorum, the Board of Directors shall set the Management Board competent to make resolutions.

26.4. The meetings of the Management Board shall make resolutions by the majority of the votes cast by the members of the Management Board being present at such meeting taking into consideration the written opinion on the agenda matters executed by the member of the Management Board failing to be present at the meeting.

26.5. The Management Board activity and its meetings minutes keeping is managed by the Secretary of the Management Board appointed by the Chairman of the Management Board. The minutes of each meeting shall be signed by the member presiding at the meeting. The minutes of the meeting held as absentee voting (by poll) shall be signed by the Chairman of the Management Board.

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26.6. The procedure for the meetings of the Management Board convening and holding shall be determined by the Regulations on the Management Board approved by the General Meeting of Shareholders.

26.7. Subject to the resolution made by the Board of Directors the members of the Management Board while performing their obligations shall be entitled to receive remuneration and (or) to be reimbursed for the expenses in connection with their fulfillment of functions of the Management Board members. Such remuneration and reimbursement amounts shall be determined by the Board of Directors.

### **Article 27. Management Company**

27.1. Subject to the resolution made by the General Meeting of Shareholders the authorities of the Sole Executive Body may be transferred under an agreement to a management company. The resolution to transfer the authorities of the Sole Executive Body to a management company shall be made by the General Meeting of Shareholders only on suggestion of the Board of Directors.

27.2. Powers and obligations of a management company regarding the Company's day-to-day operations management shall be determined by Federal Act "About Joint Stock Companies", hereunder and in the agreement made with the Company. The provisions of such agreement shall be determined by the Board of Directors.

27.3. The agreement with a management company on behalf of the Company shall be signed by the Chairman of the Board of Directors or any person authorized by the Board of Directors.

27.4. The Board of Directors shall be entitled to make a resolution on a management company's authorities suspension. Together with the aforementioned resolution the Board of Directors shall make a resolution on establishing a temporary Sole Executive Body and on convening an extraordinary General Meeting of Shareholders in order to deal with the matter on the early termination of management company powers and on establishment of a new Sole Executive Body or on transferring the authorities of the Sole Executive Body to a management company.

27.5. The responsibility of a management company shall include any and all the matters of the Company day-to-day operations management apart from the matters referred to the responsibility of the General Meeting of Shareholders, Board of Directors and Management Board. The management company shall be entitled to demand convening the meeting of the Board of Directors.

27.6. The Sole Executive Body of a management company shall not be the Chairman of the Board of Directors at the same time.

27.7. The management company shall be liable for the works proper organization implying using the data being the classified information, for accounting procedures organization, state and accuracy, for annual statements and other financial documents proper submission to respective authorities and for access to the information on the Company's affairs to be available to shareholders, creditors and mass media.

### **Article 28. Major Transactions. Interested Party Transactions**

28.1. The resolutions on approving major transactions and interested party transactions shall be made by the Company's management bodies subject to the current law of the Russian Federation and hereunder.

### **Article 29. Review Committee**

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29.1. In order to exercise control for the Company's financial and economic activity the General Meeting of Shareholders shall elect a Review Committee consisting of 3 (three) members up to the next annual General Meeting of Shareholders.

29.2. Subject to the resolution of the General Meeting of Shareholders the members of the Review Committee while performing their obligations shall be entitled to receive remuneration and (or) to be reimbursed for the expenses in connection with their obligations fulfillment. Such remuneration and reimbursement amounts shall be determined by the General Meeting of Shareholders on the suggestion of the Board of Directors.

29.3. The responsibility of the Review Committee except for the matters provided by Federal Act "About Joint Stock Companies" shall include:

1) examination and analysis of the Company's financial situation, its paying capacity, internal control systems and financial and operations risks systems functioning, assets liquidity, debt to equity ratio;

2) examination of settlement transactions with contractors, budget proper and accurate booking and transactions regarding labor, social insurance payment, dividends distribution and payment and other settlement transactions;

3) examination of compliance with current standards and regulations, approved estimates and other documents regulating the Company's activity when using material, labor and financial resources in production and financial and economic activity and examination of resolutions performing made by the General Meeting of Shareholders;

4) verification of the Company's business transactions legality performed under the agreements and deals made on behalf of the Company;

5) examination of the Company's assets, monetary funds, property and other resources using, establishing reasons for non-productive losses and expenses;

6) examination of complying with instructions to remedy breaches and defects earlier discovered by the Review Committee;

7) examination of resolutions compliance made regarding the Company's financial and economic activity matters by the Board of Directors and Management Board hereto and the resolutions made by the General Meeting of Shareholders.

29.4. Considering the results of the Company's financial and economic activity the Review Committee shall draw up a conclusion to reflect:

confirmation of data accuracy found in the Company's reports and other financial documents;

information on any breaches of accounting records keeping and financial reporting procedures determined by legal acts of the Russian Federation and breaches of any legal acts of the Russian Federation when performing financial and economic activity.

29.5. The procedures of the Review Committee shall be determined by the Regulations on the Review Committee approved by the General Meeting of Shareholders.

### **Article 30. The Company's Auditor**

30.1. The Company's auditor (auditing company) shall perform auditing of the Company's financial and economic activity in accordance with legal acts of the Russian Federation on the basis of an agreement made with it.

30.2. The Board of Directors shall be responsible for choosing candidates to be elected as the Company's auditors. The Company's auditor shall be approved by the General Meeting of Shareholders. The amount of his remuneration shall be determined by the Board of Directors.

30.3. Considering the results of auditing the Company's financial and economic activity the Company's auditor shall draw up a conclusion to reflect:

confirmation of data accuracy found in the Company's reports and other financial

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documents;

information on any breaches of accounting records keeping and financial reporting procedures determined by legal acts of the Russian Federation and breaches of any legal acts of the Russian Federation when performing financial and economic activity.

30.4. Shareholders jointly holding at least 10 (ten) per cent of shares shall be entitled to perform auditing of the Company's activity. All the expenses in connection with auditing shall be incurred by a shareholder demanding performing thereof.

### **Article 31. The Company's Accounting, Statements and Other Documents**

31.1. The Company shall keep accounting records and submit financial statements subject to the procedure determined by the current law of the Russian Federation.

31.2. Accuracy of the data found in the Company's annual statements and annual accounting reports shall be confirmed by the Review Committee.

31.3. The Company's annual statements shall be approved in advance by the Board of Directors at least 30 (thirty) days before the General Meeting of Shareholders holding;

31.4. The Company's financial year shall be equal to a calendar year and last from January 01 till December 31.

31.5. The responsibility for accounting procedures organization, state and accuracy, for annual statements and other financial documents proper submission to respective authorities and for access to the information on the Company's affairs to be available to shareholders, creditors and mass media shall be incurred by the Sole Executive Body.

31.6. The Company shall at its executive bodies place of location subject to the procedure and within the terms determined by the current law of the Russian Federation keep the documents as follows:

- Memorandum of the Company's Association;
  - The Company's Articles of Association, any amendments and annexes made hereto registered in accordance with the established procedure, resolution on the Company's establishment, document on the Company's state registration;
  - documents confirming the Company's rights for the property booked on its balance sheet;
  - the Company's internal documents;
  - Regulations on the Company's continuing branches and representative offices;
  - annual statements;
  - accounting documents;
  - accounting reports;
  - minutes of General Meetings of Shareholders, meetings held by the Board of Directors, committees of the Board of Directors, Management Board and Review Committee;
  - voting ballots, powers of attorney authorizing to be present at a General Meetings of Shareholders;
  - independent assessors reports;
  - lists of the Company's affiliated persons;
  - lists of persons entitled to be present at the General Meetings of Shareholders, to receive dividends and any other lists executed by the Company for the shareholders to exercise their rights subject to the requirement of the current law of the Russian Federation;
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- conclusions made by the Company's Review Committee, auditor, state and municipal financial supervision bodies;
  - agreement on transferring the Sole Executive Body authorities to a management company and any and all amendments and annexes thereto;
  - any other documents provided by the current law of the Russian Federation, hereby, the Company's internal documents, resolutions made by the General Meetings of Shareholders, Board of Directors, Management Board, Sole Executive Body.

### **Article 32. Information Provision by the Company**

32.1. The Company shall provide to its shareholders access to the documents determined by the law of the Russian Federation, the Company's internal documents, written requests executed by shareholders and resolutions made by the Board of Directors.

32.2. The Company's shareholders jointly holding at least 25 (twenty-five) per cent of the Company's voting shares shall be entitled to have access to the Company's documents including accounting records and documents submitted to the members of the Board of Directors dealing with the matters introduced for consideration by the Board of Directors.

32.3. The documents demanded by shareholders in case he/she shall be entitled to receive (get acquainted to) them shall be submitted within 7 (seven) days as of the demand receiving at the place of the Sole Executive Body location. Copies of the documents demanded by shareholders may be sent to them by any means agreed with the shareholder within the aforementioned term. In case the Company fails to submit the documents demanded by the shareholder within the determined term, the shareholder shall receive a notice fixing the terms for the documents submitting.

32.4. The Company officers being responsible for information submitting to the Company's shareholders shall be liable for any failure to submit such information subject to the current law of the Russian Federation and the Company's internal documents.

32.5. Members of the Board of Directors, members of consulting bodies at the Board of Directors, members of the Management Board, the Sole Executive Body (management company), members of the Review Committee, employees of the Company shall comply with the procedure determined by the Board of Directors to use the Company's insider information including taking measures for its protection.

32.6. The obligation not to disclose the Company's insider information received by the persons determined in Paragraph 32.5 hereof due to their official duties performance shall remain in force at least for 5 (five) years after their authorities termination (termination of labor or any other agreement made with the Company).

### **Article 33. Company's Reorganization**

33.1. The Company may be voluntarily reorganized by way of merger, consolidation, demerger, spin-off and reconstruction subject to the procedures provided by the current law of the Russian Federation. The resolution regarding the Company's reorganization shall be made by the General Meetings of Shareholders.

33.2 The Company's reorganization involves the transfer of rights and obligations owned by the Company to its successor(s) subject to the procedure provided by legal acts of the Russian Federation.

33.3. The Company shall be deemed reorganized apart from the cases of reorganization by way of consolidation as of the moment of state registration of newly created legal persons. When the Company shall be reorganized by way of consolidation with any other company, it shall be deemed reorganized as of the moment of making an entry to the Unified State Roll of Legal Persons regarding the Company's winding up.

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### **Article 34. Company's Liquidation**

34.1. The Company may be liquidated voluntarily or by court order subject to the procedure provided by the current law of the Russian Federation and hereunder.

34.2. In case of the Company liquidation except as by court order the Board of Directors shall introduce to the agenda of the General Meetings of Shareholders the matter regarding the Company liquidation and Liquidation Committee appointment. As of the moment of Liquidation Committee appointment any and all authorities regarding the Company's affairs management shall be transferred to the Company. The Liquidation Committee shall represent the Company in court.

34.3. The procedure for the Company liquidation and the property distribution left after the settlements with its creditors shall be provided by the current law of the Russian Federation.

34.4. The Company liquidation shall be deemed completed and the Company shall be deemed wound up as of the moment of a respective entry making to the Unified State Roll of Legal Persons.

### **Article 35. Company's Articles of Association Validity**

35.1. These Articles of Association together with any and all amendments and annexes hereto shall come into effect as of the moment of their state registration or as of the moment of a notification submitting to the registering authority in some cases provided by the current law.

35.2. The Company's shareholders and bodies since it does not affect third persons rights shall be governed by these Articles of Association and any and all amendments and annexes hereto as of the moment of their approval by the General Meetings of the Company's Shareholders or by the Board of Directors in some cases provided by the current law.

35.3. In case there are any discrepancies between the provisions hereof and the current law, the Company and its shareholders shall be governed by the provisions of the current law.

35.4. Invalidity of any provision hereof shall not invalidate other provisions set forth herein. In case of new standard acts coming into force subject to which some separate provisions hereof shall be invalid or which require amendments making hereto the shareholders shall make resolutions on making respective amendments hereto.

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