

## **Article 53. Proposals on agenda of General Shareholders Meeting**

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2. If the proposed agenda of the extraordinary General Shareholders Meeting contains the issue of electing the Members of the Company's Board of Directors (Supervisory Council), shareholders or a shareholder holding in the aggregate no less than 2 per cent of the Company's voting shares are entitled to nominate candidates to the Company's Board of Directors (Supervisory Council) in the quantity not exceeding the number of the Members of the Company's Board of Directors (Supervisory Council).

If the proposed agenda of the extraordinary General Shareholders Meeting contains the issue of establishing the sole executive body of the Company and (or) of early termination of the powers of this body in compliance with Clauses 6 and 7, Article 69 of this Federal Law, any shareholders or a shareholder holding in the aggregate no less than 2 per cent of the Company's voting shares are entitled to nominate a candidate to the position of the sole executive body of the Company.

The proposals outlined herein above shall be received by the Company not later than 30 days prior to the date of holding the extraordinary General Shareholders Meeting, unless a later deadline is otherwise specified by the Company's Articles of Association.

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...8. If the proposed agenda of the General Shareholders Meeting contains the issue of restructuring the Company by a merger, split-off or split-up and the issue of electing the Board of Directors (Supervisory Council) of the company to be established by means of restructuring in the form of a merger, split-off or split-up, a shareholder or shareholders holding in the aggregate at least 2 percent of the company's voting shares are entitled to nominate candidates to the Board of Directors (Supervisory Council) of the newly established company, its collegial executive body, Audit Commission or a potential Auditor in a quantity not exceeding the number of the members of the relevant body specified in the notice of holding the Company's General Shareholders Meeting in compliance with the draft Articles of Association of the newly established company, as well as nominate a candidate to the position of the sole executive body of the newly established company.

If the proposed agenda of the General Shareholders Meeting contains the issue of restructuring the Company by a merger, a shareholder or shareholders holding in the aggregate at least 2 per cent of the voting shares of the Company under restructuring are entitled to nominate candidates to the Board of Directors (Supervisory Council) of the company to be established by means of restructuring by a merger in the quantity not exceeding the number of the members of the Board of Directors of the newly established company to be elected by the company, as specified in the notice of holding the Company's General Shareholders Meeting in compliance with the merger agreement.

The proposals on the nomination of candidates shall be received by the company under restructuring not later than 45 days prior to the date of holding the General Shareholders Meeting of the company under restructuring.

A decision on including the persons nominated as candidates by the shareholders or the Board of Directors (Supervisory Council) of the company under restructuring into the list of the members of the collegial executive body, Audit Commission or decisions on appointing an Auditor as well as a person to fulfill the functions of the sole executive body of each company to be established by means of restructuring in the form of a merger, split-off or split-up, are approved by the three-fourths majority vote of the members of the Board of Directors (Supervisory Council) of the company under restructuring. The votes of the exiting members of the Board of Directors (Supervisory Council) of this company shall not be taken into account.