

Draft resolutions of the annual General Shareholders' Meeting of Public Joint –Stock Company to be held on 26 June 2007

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<p>1. Approval of annual report, annual financial statements including profit and loss statement (profit and loss accounts) and distribution of profits (including dividend payment) and losses on the basis of the reported fiscal year 2006 financial results.</p>	<p>1. To approve annual report, annual financial statements including profit and loss statement (profit and loss accounts) of the Company for fiscal year 2006.</p> <p>2. To distribute the Company's profit on the basis of the reported fiscal year 2006 financial results as follows:</p> <ul style="list-style-type: none"> - 275,444 thousand rubles to pay dividends, including: <ul style="list-style-type: none"> 0.121838 rubles per one preference share; 0.053031 rubles per one ordinary share; - 908,998 thousand rubles to increase the Company's owned capital. <p>To pay dividends on preference shares in cash prior to 24 August 2007; to pay dividends on ordinary shares in cash prior to 20 December 2007.</p> <p>To determine the following procedure for payment of dividends to the persons included in the list of persons entitled to receive dividends, made up according to the data in the register of shareholders of the Company as of May 7, 2007:</p> <ul style="list-style-type: none"> - transfer to bank accounts of shareholders (shareholders shall bear expenses related to the dividends to be received by them); - postal order (shareholders shall bear postal expenses related to the dividends to be received by them); - cash payment in the Company's pay-offices (only to the Company's employees)..
<p>2. Election of the members to the Company's Board of Directors.</p>	<p>To elect the following members to the Company's Board of Directors ¹</p> <ol style="list-style-type: none"> 1. Alexander Vladimirovich Andreev 2. Boris Dmitrievich Antonyuk 3. Yuriy Alexandrovich Bilibin 4. Mikhail Borisovich Vasilyev 5. Yekaterina Olegovna Vasilyeva 6. Vladislav Sergeevich Vasin 7. Yevgenia Sergeevna Vinokurova 8. Andrey Alexandrovich Vinkov 9. Dmitry Viktorovich Vitshinka 10. Natalia Sergeevna Vorobyova 11. Anatoly Anatolievich Gavrilenko 12. Alexey Valentinovich Golt 13. Yevgeny Petrovich Yenin 14. Vladimir Borisovich Zhelonkin 15. Oleg Borisovich Zyuzin 16. Gennady Georgievich Kudryavtsev

¹ Pursuant to item 13.2 of the Charter of "UTK" PJSC 11 persons out of 24 candidates shall be elected to the Company's Board of Directors.

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	17. Denis Viktorovich Kulikov 18. Oleg Mikhailovich Mikhailov 19. Natalia Yurievna Odintsova 20. Stanislav Nikolaevich Panchenko 21. Ekaterina Alexandrovna Punina 22. Elena Petrovna Selvich 23. Maxim Yurievich Tsiganov 24. Olga Borisovna Chernova
3. Election of the members to the Company's Auditing Commission.	To elect the following members to the Company's Auditing Commission: ² : 1. Ruslan Kyarimovich Aksyaitov 2. Konstantin Anatolievich Kirsta 3. Natalia Viktorovna Koshel 4. Victor Nikolaevich Lisenkov 5. Sergey Vladimirovich Podosinov 6. Igor Georgievich Polovnev 7. Mikhail Viktorovich Tretyakov 8. Natalia Vadimovna Feoktistova 9. Olga Sergeevna Chetvyorkina 10. Alexander Viktorovich Shevchuk
4. Appointment of the Company's Auditor for the year 2007.	To appoint the auditing company "KPMG" CJSC as the Company's Auditor for 2007
5. Determination of the size of annual remuneration to be paid to the members of the Board of Directors.	To approve the following rates of deductions for calculation of the annual remuneration payable to the members of the Board of Directors to be elected by the annual General Shareholders' Meeting: 0.26% (naught point two six) of the Company's EBITDA stated in the Company's 2007 financial statements compiled in accordance with IFRS; 0.78% (naught point seven eight) of the Company's net profit allocated to dividend payment on the basis of 2007 financial results.
6. Introduction of amendments and additions to the Company's Charter.	To recommend to the annual General Shareholders' Meeting to introduce the following amendments and additions to the Company's Charter: (hereinafter – the Charter): 1) Item 5.4 of Article 5 of the Charter shall be considered Item 5.3. 2) Item 7.5 of Article 7 of the Charter shall be stated as follows: «7.5. Shareholders owning at least 1 percent of votes at the General Shareholders' Meeting may demand that the Company provides the list of persons authorized to attend the Meeting. In such a case, data of the documents and mailing addresses of the shareholders-individuals on the list may only be provided by their consent.»; 3) Item 10.1 of Article 10 of the Charter shall be stated as follows: «10.1. The Company may take decision on (declare) the payment of dividends on the placed shares on the basis of the results of the first quarter, half, nine months of the financial year and/or

² Pursuant to item 17.2 of the Charter of "UTK" PJSC 5 persons out of 10 candidates shall be elected to the Company's Auditing Commission.

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	<p>the results of the financial year. A resolution to pay/declare dividends on the basis of results of the first quarter, half and nine months of the financial year may be adopted within three months after the end of the respective period.</p> <p>The dividends shall be paid out of the Company's net profit stated in the financial statements of the Company. Dividends on preferred shares of certain categories may be also paid out of the Company's funds specially allotted for this purpose.</p> <p>In case of the Company's reorganization through merger of other companies into it, net profit shall be assessed by adding its net profit and net profits (losses) of the merged companies stated in their Profit and Loss Statements as at the last reporting date (date of reorganization) in accordance with effective accounting standards.</p> <p>The General Shareholders' Meeting shall take the decision on payment of dividends, their size and form of payment under stocks of each category (type). The size of dividends shall not exceed the value recommended by the Company's Board of Directors.</p> <p>The list of persons entitled to receive dividends shall be prepared as at the date of drawing up the list of persons entitled to participate in the General Meeting of Shareholders that adopted the resolution to pay the dividends. For the purpose of preparing the list of persons entitled to receive dividends, a nominee holder of shares of the Company shall submit information on the persons in whose interests he holds the shares of the Company.</p> <p>4) Item 10.2 of Article 10 of the Charter shall be stated as follows:</p> <p>«10.2. Dividends on preferred shares shall be paid out no later than 60 days after adopting the decision to pay the dividends, provided a shorter period is not set by the resolution of the General Shareholders Meeting.</p> <p>Size of dividends on preferred shares is determined in item 8.2 herein”;</p> <p>5) Item 10.3 of Article 10 of the Charter shall be stated as follows:</p> <p>«10.3. Annual dividends on ordinary shares shall be paid out no later than 31st December of the fiscal year in which the resolution on annual dividend payment was adopted, if earlier time period is not set by the resolution of the General Shareholders Meeting. Dividends on ordinary shares on the basis of the results of the first quarter, half, nine months of the financial year shall be paid out no later than 60 days after adopting the decision to pay the dividends, provided a shorter period is not set by the resolution of the General Shareholders Meeting”;</p> <p>6) The following sub-item shall be added to Item 12.2 of Article 12 of the Charter:</p> <p>«13.1) payment/declaration of dividends on the basis of the results of the first quarter, half, nine months of the financial year, in which case a decision shall be passed by a majority of voting shareholders taking part in the General Shareholders' Meeting;»;</p> <p>7) Sub-item 13 of Item 12.2 of Article 12 of the Charter shall be stated as follows:</p> <p>«13) approval of the Company's annual reports and annual financial statements, including income statements (profit and loss accounts), and distribution of profits (including the payment/declaration of dividends, except profits distributed as dividends on the basis of results of the first quarter, half,</p>

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	<p>and nine months of the financial year) and losses of the Company on the basis of results of the financial year, in which case a decision shall be passed by a majority of voting shareholders taking part in the General Shareholders' Meeting;»;</p> <p>8) Sub-item 18 of Item 12.2 of Article 12 of the Charter shall be stated as follows:</p> <p>«18) adoption of a resolution on participation in financial-industrial groups and other associations of commercial organizations that shall be voted in favor of it by majority of voting shareholders attending the General Shareholders' Meeting;»;</p> <p>9) Item 12.11 of Article 12 of the Charter shall be stated as follows:</p> <p>«12.11. List of shareholders entitled to participate in the General Shareholders' Meeting shall be made on the basis of information contained in the shareholders register of the Company.</p> <p>Date of making a list of shareholders entitled to participate in General Shareholders' Meeting (record date) shall be no earlier than the date of adopting resolution on convening the General Shareholders' Meeting, no earlier than 50 days and no later than 35 days before the date of the General Shareholders' Meeting.</p> <p>If the proposed agenda of an Extraordinary General Shareholders' Meeting contains the issue dealing with the election of members to the Board of Directors, date of making a list of shareholders entitled to participate in the Extraordinary General Shareholders' Meeting shall be no earlier than the date of adopting resolution to hold the Extraordinary General Shareholders' Meeting, no earlier than 65 days and no later than the date of notification on the Extraordinary General Shareholders' Meeting;»;</p> <p>10) Item 12.12 of Article 12 of the Charter shall be stated as follows:</p> <p>«12.12. Notification on conduction of a General Shareholders' Meeting shall be made no later than 30 days prior to the date of the General Shareholders' Meeting except when an Extraordinary General Shareholders' Meeting shall be held within 40 days from the date of submission of a request to call an Extraordinary General Shareholders' Meeting (from the moment of adopting a resolution to call an Extraordinary General Shareholders' Meeting) and Notification on conduction of the Extraordinary General Shareholders' Meeting shall be made no later than 20 days prior to its date.</p> <p>Within the stated time, notice of the General Shareholders Meeting shall be sent to each person specified in the list of persons entitled to attend the General Shareholders' Meeting by registered letter or be delivered personally to such persons against a signature of receipt, or published in the newspaper "Rossiyskaya Gazeta".</p> <p>11) Sub-item 11 of Item 13.4 of Article 13 of the Charter shall be stated as follows:</p> <p>«11) approving decisions on securities' issue, offering circulars, reports on the results of shares' acquisition by the Company for the purpose of their redemption, reports on the results of shares'</p>

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	<p>redemption, reports on the results of making demands by shareholders to buy out shares owned by them;»;</p> <p>12) Sub-item 14 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «14) recommendations on distribution of profits, including on size, form and time of dividend payment, and losses of the Company on the basis of results of the financial year »;</p> <p>13) Sub-item 18 of Item 13.4 of Article 13 of the Charter shall be stated as follows: “18) approval of the Provisions on the Internal Audit Department and consideration of other matters, decisions on which shall be taken by the Board of Directors in accordance with such Provisions;”;</p> <p>14) Sub-item 19 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «19) prior approval of a single transaction or a number of related transactions dealing with purchase, disposal or possible disposal by the Company, directly or indirectly, of its assets, the value whereof ranges from 1 to 25 percent of the book value of the Company’s assets as of the latest reporting date determined from its accounting data;»;</p> <p>15) Sub-item 24 of Item 13.4 of Article 13 of the Charter shall be stated as follows: “24) prior approval of the candidates to the posts of directors of branches, representative offices, Internal Audit Department and relieving the indicated directors of their posts at the Company’s initiative;”;</p> <p>16) Sub-item 25 of Item 13.4 of Article 13 of the Charter shall be deleted.</p> <p>17) Sub-item 26 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «26) election of the Company’s individual executive body (General Director), determination of his term of office, as well as early termination of his powers and the Employment Agreement concluded with him;»;</p> <p>18) Sub-item 33 of Item 13.4 of Article 13 of the Charter shall be stated as follows: “33) approval of the terms of the contracts (additional agreements), concluded with the General Director, members of the Management Board, directors of branches and representative offices, head of the Internal Audit Department, Corporate Secretary of the Company as well as consideration of matters, resolutions on which shall be taken by the Board of Directors in accordance with the abovementioned contracts;»;</p> <p>19) Sub-item 34 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «34) taking decisions on participation of the Company in other commercial organizations (joining as a participant, termination of participation, change in participating share, change in the nominal value of participating share, change in number of shares or nominal value of shares owned by the Company);»;</p> <p>20) Sub-item 36 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «36) making proposals (including nominating candidates to the governing and supervising bodies)</p>

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	<p>and taking decisions on issues being within the terms of reference of General Shareholders' Meetings of commercial organizations, of which the Company is the sole participant entitled to vote at General Shareholders' Meetings;»;</p> <p>21) Sub-item 37 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «37) approval of the internal document (documents) setting the procedure of holding a contest for selection of the Company's Auditor to be recommended by the Board of Directors to the General Shareholders' Meeting for approval;»;</p> <p>22) Sub-item 37 of Item 13.4 of Article 13 of the Charter shall be stated as follows: «37) approval of the procedure of the Company's interaction with organizations in which the Company is a shareholder, adopting resolutions in accordance with the set procedure»;</p> <p>23) Sub-items 38-46 of Item 13.4 of Article 13 shall be considered sub-items 39-47, respectively, the following sub-item 38 shall be added to Item 13.4 of Article 13: «38) Determination of the Company's (the Company representatives') position, including instructions on participation in the voting procedure on the agenda items as well as on voting for, against the draft resolutions or abstain from voting on the following agenda items of the General Shareholders' Meetings of the Company's subsidiaries and associates (except when functions of General Shareholders' Meetings of the Company's subsidiaries and associates are exercised by the Company Board of Directors), and meeting of the Board of Directors of the Company's subsidiaries and associates (except for the item on determination of the agenda of General Shareholders' Meetings of the Company's subsidiaries and associates when functions of General Shareholders' Meetings of the Company's subsidiaries and associates are exercised by the Company's Board of Directors), for the purpose of the Company's control over realization of the decisions adopted by the Company's subsidiaries and associates with respect to the Company's subsidiaries and associates:</p> <ul style="list-style-type: none"> a) determination of the agenda of General Shareholders' Meetings of the Company's subsidiaries and associates; b) reorganization and liquidation of the Company's subsidiaries and associates; b) definition of numerical structure of Board of Directors of the Company's subsidiaries and associates, nomination and election of their members and early termination of their powers; c) determination of number, nominal value, category (type) of declared shares of the Company's subsidiaries and associates as well as the rights granted by them to their holders; d) increase of authorized capitals of the Company's subsidiaries and associates by increasing the shares' nominal value or by placing additional shares; e) floatation of securities of the Company's subsidiaries and associates convertible into ordinary shares; f) split-up and consolidation of shares of the Company's subsidiaries and associates; g) approval of major transactions effected by the Company's subsidiaries and associates; h) participation of the Company's subsidiaries and associates in other organizations (joining the existing organization as a participant or creation of a new organization).»;

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	<p>24) Sub-item 5 of Item 14.4 of Article 14 of the Charter shall be stated as follows: «5) Preparation of materials and draft resolutions on the issues to be considered by the Company's Board of Directors, except for those specified in paragraphs 24, 26, 27, 28, 31, 32, 33 of item 13.4 of Article 13 hereof and those initiated in compliance with the legislation of the Russian Federation and the Company's Charter with indication of the fixed time for their consideration by the Board of Directors making impossible their prior examination by the Company's Management Board; preparation of materials to be considered by the Committees of the Board of Directors, except for the materials to be prepared by the Internal Audit Department for the Audit Committee of the Board of Directors so that the Audit Committee can estimate the Company's internal control procedures and give recommendations on their improvement;»;</p> <p>25) Sub-item 15 of Item 14.4 of Article 14 of the Charter shall be stated as follows: «15) preliminary consideration of the branches' budgets and reports on their implementation.»;</p> <p>26) Paragraph 3 of Item 14.7 of Article 14 shall be deleted.</p> <p>27) Paragraph 2 of Item 15.4 of Article 15 of the Charter shall be stated as follows: «Rights, duties, remuneration size, and responsibilities of the General Director shall be defined in the Agreement to be concluded between the General Director and the Company. The Agreement shall be concluded for a term of the General Director's office determined by the Company's Board of Directors.»</p> <p>28) Item 17.1 of Article 17 of the Charter shall be stated as follows: "17.1.To exercise control over financial and economic operations, the Company shall form the Auditing Commission, the Internal Audit Department and shall engage an independent auditor."</p> <p>29) Item 17.3 of Article 17 of the Charter shall be stated as follows: «17.3. The Company shall set up a special structural subdivision, independent of the Company's executive bodies, Internal Audit Department, the activity of which shall be controlled directly by the Board of Directors. Functions of the indicated structural subdivision, its operation, procedure of appointment of its workers and their responsibilities shall be determined in the internal document approved by the Company's Board of Directors».</p>
<p>7. Introduction of amendments and additions to the Company's Regulations on the procedure for conducting a General Shareholders' Meeting.</p>	<p>To recommend to the annual General Shareholders' Meeting to introduce the following amendments and additions to the Company's Regulations on the procedure for conducting a General Shareholders' Meeting: (hereinafter – the Regulations):</p> <p>1) Item 4.1 of the Regulations shall be stated as follows: «4.1. Notification on conduction of a General Shareholders' Meeting shall be made no later than 30 days prior to the date of the General Shareholders' Meeting except when an Extraordinary General Shareholders' Meeting shall be held within 40 days from the date of submission of a request to call an Extraordinary General Shareholders' Meeting (from the moment of adopting a resolution to call an Extraordinary General Shareholders' Meeting) and Notification on conduction of the</p>

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	<p>Extraordinary General Shareholders' Meeting shall be made no later than 20 days prior to its date.</p> <p>Within the stated time, notice of the General Shareholders Meeting shall be sent to each person specified in the list of persons entitled to attend the General Shareholders' Meeting by registered letter or be delivered personally to such persons against a signature of receipt, or published in the newspaper "Rossiyskaya Gazeta".</p>
<p>8. Introduction of amendments and additions to the Company's Statute on the Board of Directors.</p>	<p>To recommend to the annual General Shareholders' Meeting to introduce the following amendments and additions to the Company's Statute on the Board of Directors: (hereinafter – the Statute):</p> <p>1) Sub-item 3.1.1 of item 3.1 of Article 3 shall be stated as follows: «3.1.1. to require in written form both available to the general public and insider information (documents) from the Company's officials in accordance with the procedure set by the Company's by-laws;»;</p> <p>2) sub-item 3.1.2 of item 3.1 of Article 3 shall be stated as follows: «3.1.2. to get compensation of expenses related to execution of their functions as members of the Board of Directors in accordance with the procedure set herein. If the current legislation of the Russian Federation does not impose a ban on their participation in the governing body of a commercial organization on a paid basis, to get remuneration for execution of their functions of members of the Board of Directors in accordance with the procedure set herein, or to execute their functions of members of the Board of Directors on a gratis basis;»;</p> <p>3) item 3.2.5 of Article 3 shall be stated as follows: «3.2.5. Members of the Board of Directors are obliged to initiate meetings of the Board of Directors for considering urgent matters and have the right to include additional items into the agenda of these meetings;»;</p> <p>4) sub-item 3.2.11 of item 3.2 of Article 3 shall be considered item 3.2.10, the following items 3.2.11, 3.2.12 shall be added to Article 3: «3.2.10. to notify the Board of Directors in writing of the fact of ownership of the Company's securities, of their intention to enter into transactions with the securities of the Company or its subsidiaries and affiliates as well as of the effected transactions with such securities. 3.2.11. to notify the Company in writing of the fact that the current legislation of the Russian Federation imposes (lifts) a ban on their participation in the governing body of a commercial organization on a paid basis; 3.2.12. to notify the Company in writing of their intention to exercise the functions of members of the Board of Directors on a gratis basis.»;</p> <p>5) item 3.4 of Article 3 shall be stated as follows: «3.4. At the written request of a member of the Board of Directors the Company shall be obliged to provide him an unlimited access to information (documents) mentioned in sub-item 3.1.1. hereof. The required information and documents shall be presented for familiarization to a member of the Board of Directors within five days after filing the corresponding request, provided other period is</p>

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	<p>not prescribed by the Company's internal documents regulating the procedure for giving such information (documents).</p> <p>At the request of a member of the Board of Directors the Company shall be obliged to give him the copies of all required documents.»;</p> <p>6) item 6.3 of Article 6 shall be stated as follows: «6.3. Meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors on his own initiative, upon the request of a member of the Board of Directors, the Auditing Commission, the Company's Auditor, individual or collegiate executive body as well as by request of a shareholder (shareholders) owning in the aggregate 5 (five) or more percent of the Company's voting shares.</p> <p>The agenda of a meeting shall be determined by the Chairman of the Board of Directors taking into consideration the approved Plan of work of the Board of Directors and the received requests of the persons listed in the first paragraph herein.»;</p> <p>7) item 6.5 of Article 6 shall be stated as follows: «6.5. Notice of the Board of Directors' meeting shall be sent to each member of the Board of Directors together with all necessary materials not later than 14 business days prior to the date of the meeting.</p> <p>The above time limits can be reduced if it is necessary to urgently resolve any matters, provided none of the members of the Board of Directors objects. Should, in accordance with the current legislation, the meeting of the Board of Directors be convened within a tighter time schedule, the time period for sending notification and all necessary materials shall be shortened.</p> <p>Notice of the meeting of the Board of Directors shall be forwarded to the members of the Board of Directors in written form or in other suitable for them form (including by post, cable, telex, telephone, e-mail or other). Notice of the meeting of the Board of Directors shall contain information specified in sub-items 6.4.3.-6.4.8. herein and the address, at which the members of the Board of Directors can send their written opinions.</p> <p>The bodies and persons entitled to request convening of a session of the Board of Directors may include additional items into the agenda of the session, provided none of the members of the Board of Directors objects. The proposal to include an additional item into the agenda of the meeting to be held shall be submitted in written form and shall contain the wording of such agenda item as well as the information specified in sub-items 6.4.1, 6.4.2, 6.4.6 hereof.</p> <p>The bodies and persons, at whose request the meeting is convened (the additional item is included into the agenda of the meeting), are entitled to withdraw in writing their proposal at any time till the moment of summing up voting results on the proposed agenda items.</p> <p>Should the circumstances arise making it impossible or difficult to hold the meetings of the Board of Directors in place and (or) in time, of which the members of the Board of Directors have been notified, the meeting with the planned agenda shall be held in a different place and (or) at a different time.</p> <p>All members of the Board of Directors shall be informed about the changes in the venue and (or) time of the meeting of the Board of Directors taking into account the time that is normally required</p>

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	<p>for the members of the Board of Directors to arrive at the meeting. Notification of the said changes shall be sent to the members of the Board of Directors in any form guaranteeing that a member of the Board of Directors will receive the notification at his place of business or at the address to which he receives his mail.</p> <p>All members of the Board of Directors shall be informed about the changes in the agenda of the meeting in order established for notification on the meeting.</p> <p>The first (organizational) meeting of the Board of Directors shall be held without prior notification on the date of the General Shareholders' Meeting at which the Board of Directors has been elected (if the resolution on the election of the members of the Board of Directors as well as the voting results on it have been announced at the General Meeting of the Shareholders, in the course of which the voting was held).</p> <p>8) item 6.8 Article 6 shall be stated as follows: «6.8. The Chairman of the meeting held in the form of personal attendance shall be obliged to read out the written opinion of a member of the Board of Directors not attending the meeting of the Board of Directors prior to voting on the agenda item on which this opinion has been presented. Should the submitted written opinion (of a member of the Board of Directors not attending the meeting of the Board of Directors held in the form of personal attendance as well as at absentee voting) contain a proposal of the draft resolution differing substantially from that initially put to the vote, each member of the Board of Directors shall express his/her opinion on it by voting before drawing-up the minutes of the meeting.»;</p> <p>9) item 6.11 of Article 6 shall be stated as follows: «6.11. Minutes shall be kept at the meeting of the Board of Directors. The Minutes of the Board of Directors shall be drawn up no later than 3 (three) days after holding the meeting in the form of personal attendance (the deadline for receiving written opinions in case of absentee voting). The Minutes of the meeting shall include:</p> <ul style="list-style-type: none"> • Names of the persons attending the meeting (if the meeting is held in the form of personal attendance); • Names of the persons who submitted their written opinions on the agenda issues; • Agenda of the meeting; • Draft resolutions on the agenda items put to voting and voting results; • Adopted resolutions. <p>The Minutes of the Board of Directors meeting shall be signed by the Chairman of the meeting and the Corporate Secretary of the Company. Copies of the signed Minutes shall be sent to all members of the Board of Directors within three days after the date of signature. »;</p> <p>10) item 7.1 of Article 7 shall be stated as follows: «7.1. The Company shall bear expenses associated with the work of the Board of Directors. Among other the Company shall compensate documented expenses incurred by the members of the Board of Directors in connection with discharge of their duties.</p>

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	<p>Member of the Company's Board of Directors working on a paid basis shall receive remuneration for performing his/her duties as well as bonuses specified in item 7.7 hereof. »</p> <p>11) item 7.2 of Article 7 shall be stated as follows: «7.2. Remuneration to a member of the Board of Directors shall comprise quarterly and annual remunerations.»;</p> <p>12) item 7.3 of Article 7 shall be stated as follows: «7.3. Quarterly remuneration to a member of the Board of Directors shall be established in the amount of 200, 000 rubles. Remuneration to the Chairman of the Board of Directors shall be set with a raising coefficient 1.5. Quarterly remuneration to a member of the Board of Directors shall be cut down by: 30 percent – in case of his attendance at less than a half of the Board of Directors meetings held in the form of personal attendance; 100 percent – in case of his participation in less than a half of all Board of Directors meetings being held. If the personal structure of the Board of Directors and-or the conditions of performing the duties by a member of the Board of Directors (paid / gratis basis) have changed during the quarter, quarterly remuneration shall be calculated and paid in proportion to the hours worked by the member of the Board of Directors on a paid basis.»;</p> <p>13) item 7.4 of Article 7 shall be stated as follows: «7.4. The annual remuneration for the entire body of the Board of Directors of the Company shall be rated as a sum total of deductions according to standards (percentage): from the Company's EBITDA for the reported year based on the Company's financial statements for the reported year compiled in accordance with IFRS ; from the Company's net profit allocated to dividend payment based on the financial results of the reporting year; Annual remuneration for one member of the Board of Directors shall be determined as the amount calculated according to paragraphs 1 - 3 herein divided by the number of persons elected to the Board of Directors. If the personal structure of the Board of Directors and-or the conditions of performing the duties by a member of the Board of Directors (paid / gratis basis) have changed during the period from election of the Board of Directors by the Annual General Shareholders' Meeting till the next Annual General Shareholders' Meeting, annual remuneration shall be calculated and paid in proportion to the hours worked by the member of the Board of Directors on a paid basis. The annual remuneration to a member of the Board of Directors calculated according to the fourth and fifth paragraphs herein shall be reduced by 50 percent, should he/she attend less than a half of the Board of Directors meetings held during his/her term of office.»;</p> <p>14) item 7.5 of Article 7 shall be stated as follows: «7.5. The standard (percentage) of deductions for calculation of the annual remuneration shall be fixed by the resolution of the Annual General Shareholders' Meeting and used for calculation of the</p>

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	<p>remuneration amount to be paid to the persons performing the duties of the members of the Board of Directors till the next Annual General Shareholders' Meeting.»;</p> <p>15) The following item 7.9 shall be added to Article 7: «7.9. Members of the Board of Directors shall have the right to participate in option programs realized by the Company.».</p>
<p>9. Reorganization of "Southern Telecommunications Company" PJSC through merger of OJSC "Kuzminov Stavtelecom" into it. Approval of the Agreement of merger.</p>	<p>To reorganize "Southern Telecommunications Company" PJSC through merger of OJSC "Kuzminov Stavtelecom" into it. To approve the Agreement of merger.</p>

Board of Directors of "UTK" PJSC