

**THE CENTRAL BANK
OF THE RUSSIAN FEDERATION
(Bank of Russia)**

FIRST DEPUTY GOVERNOR

12 Neglinnaya St., Moscow 107016

d/d 29 July 2014 No. 06-51/6146

to No. _____ d/d _____

Re: Individual provisions of Federal Law No. 218-FZ “On Amending Individual Legislative Acts of the Russian Federation” d/d 21 July 2014

To: Joint-stock companies, professional participants in the securities market engaged in depository activities and maintaining a register of security holders

Due to the enactment of Federal Law No. 218-FZ “On Amending Individual Legislative Acts of the Russian Federation” d/d 21 July 2014 (hereinafter “Law No. 218-FZ”), the Bank of Russia advises as follows.

1. The provisions of Articles 8, 8³, 8⁴ and 8⁸ of Federal Law No. 39-FZ “On the Securities Market” d/d 22 April 1996 (hereinafter “Law No. 39-FZ”) as amended by Law No. 218-FZ shall apply to the procedure for preparing and holding general meetings of holders of various types of securities (hereinafter “general meeting”), including shares, bonds, investment units of mutual investment funds, and mortgage participation certificates.

2. In accordance with Clause 4 of Article 8³, paragraphs two and three of Clause 2 of Article 8⁴ and Sub-Clause 1 of Article 8⁸ of Law No. 39-FZ as amended by Law No. 218-FZ, a nominal holder, a foreign nominal holder, or a foreign organisation that accounts and transfers rights to Russian securities, shall be entitled to exercise the voting rights attached to them without a power of attorney as ordered by their clients holding such securities or other persons exercising the rights attached to such securities.

3. As per Clause 5 of Article 8⁸ of Law No. 39-FZ as amended by Law

No. 218-FZ, a foreign nominal holder is entitled not to provide information on the holders of securities or other persons exercising the rights attached to such securities. In this case, when making a list of persons entitled to participate in the general meeting of security holders (hereinafter the “list”), it is recommended to include information on such foreign nominal holder. After the foreign nominal holder provides information on the persons exercising the rights attached to the securities, including the information contained in the voting document, as per Clause 5 of Article 8⁸ of Law No. 39-FZ as amended by Law No. 218-FZ, such persons will be included in the list. The information on such persons will upon their inclusion in the list be determined based on the information provided by the foreign nominal holder.

4. In accordance with the rules established by Article 8⁸ of Law No. 39-FZ as amended by Law No. 218-FZ, the votes of persons indicated in the voting document shall be taken into account when determining the quorum of the respective general meeting, counting the votes, and summarizing the results of voting provided that such document was received before the established final date for the receipt of voting ballots. However, it should be noted that to the extent provided for under Clause 5 of Article 8⁸ of Law No. 39-FZ as amended by Law No. 218-FZ, a foreign nominal holder shall submit the voting document to the Russian depository holding such foreign holder's depo account not later than five business days before the date of the general meeting. Since as per Article 8 of Law No. 39-FZ as amended by Law No. 218-FZ the voting document is taken into account equally with the voting ballot and contains information similar to that included in the ballot, the submission of the voting document eliminates the necessity of providing the voting ballot, including where submission of the latter is prescribed by law or any other regulation.

5. According to Clause 4 of Article 8⁸ of Law No. 39-FZ as amended by Law No. 218-FZ, the voting document shall be kept under the procedure and for the term provided for under the law and other regulations for keeping ballots.

6. Since Article 8⁸ of Law No. 39-FZ as amended by Law No. 218-FZ provides for the possibility for security holders to participate in the general meeting by sending a voting document, we believe that the cases established by the Russian laws where ballots may be rendered invalid are to be similarly applied

in the event of voting by sending a voting document.

It should be noted that the votes indicated in the voting document that were not taken into account shall not be excluded in determining the quorum.

7. The rules established by Law No. 218-FZ shall apply to the procedure for preparing and holding the general meeting of security holders, the resolution on the convocation of which was adopted after the enactment of the above Law.

8. This letter is to be published in the Bank of Russia Bulletin.

S.A. Shvetsov