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**APPROVED**  
**by Resolution of the General Meeting**  
**of OJSC "SIBUR Holding"**  
**of October 13, 2014**  
**(minutes number 44)**

**PROVISIONS**  
  
**on the General Meeting**  
**of Public Joint Stock Company "SIBUR Holding"**  
  
**(Revision No. 8)**

**Tobolsk**  
**2014**

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These Provisions have been developed in accordance with the applicable laws of the Russian Federation and the Articles of Association of Public Joint Stock Company "SIBUR Holding" (hereafter referred to as **the Company**) and other internal documents of the Company and lay down the procedure for the calling and holding of General Meetings of the Company.

### **Article 1. General provisions**

1.1. The General Meeting is the supreme governing body of the Company.

1.2. The General Meeting shall be governed by the laws of the Russian Federation, the Articles of Association of the Company and these Provisions.

### **Article 2. Holding General Meetings**

2.1. Every year, not earlier than two (2) months and no later than six (6) months after the end of the fiscal year, the Company shall hold an Annual General Meeting to elect the Board of Directors, the Audit Committee, approve the Company's auditor, approve the Company's annual reports and annual financial statements, including profit and loss statements (profit and loss accounts), and approve the distribution of profits, including the payment (declaration) of the Company's dividends and losses after reviewing fiscal information for the past year. The Annual General Meeting may also convene to address any other matters reserved to the competence of the Annual General Meeting in accordance with the applicable laws of the Russian Federation and the Articles of Association of the Company.

2.2. An Extraordinary General Meeting is any meeting other than an Annual General Meeting.

In accordance with the Articles of Association of the Company, the venue of a General Meeting shall be chosen by the Board of Directors during preparations for the General Meeting.

2.3. The General Meeting will be competent to pass resolutions (will have a quorum) if attended by shareholders (or their proxies) representing more than half of the votes of all outstanding shares entitled to vote.

In the absence of a quorum, a General Meeting shall be adjourned but the adjourned General Meeting shall be held with the same agenda.

2.4. The adjourned General Meeting shall be held in compliance with the procedures established by the applicable laws of the Russian Federation and these Articles.

2.5. An adjourned General Meeting will be competent to pass resolutions (will have a quorum) if attended by shareholders (or their proxies) representing at least thirty percent (30%) of the votes of all outstanding shares entitled to vote.

2.6. If an adjourned General Meeting is to be held less than forty (40) days after the General Meeting which failed, the persons entitled to attend the adjourned General Meeting will be the qualifying persons present at the previous General Meeting which failed.

2.7. An Extraordinary General Meeting can be convened by resolution of the Board of Directors on its own initiative, at request of the Audit Committee, the Company's auditor, or shareholder(s) who, individually or together, hold at least ten (10) percent of the Company's voting shares on the day when the meeting is requested.

2.8. An Extraordinary General Meeting shall be called and conducted in the manner and within the time prescribed by the applicable laws of the Russian Federation, the Articles of Association of the Company and these Provisions.

2.9. Depending on the method of voting, the General Meeting shall convene as a joint meeting or shall vote by mail ballot (polling).

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Joint attendance at a General Meeting allows all shareholders to discuss the agenda and pass resolutions on the matters put to a vote.

When voting by mail, shareholders can vote without convening (without personal attendance to discuss the agenda and pass resolutions on the matters put to a vote). Voting by mail or e-mail shall not be allowed, if the agenda includes the election of members of the Board of Directors or Audit Committee, the approval of the Company's auditor, annual reports and annual financial statements, including the Company's profit and loss accounts, distribution of profits, including the payment (declaration) of dividends, and losses at the end of the fiscal year.

### **Article 3. The competence of the General Meeting**

#### **3.1. The General Meeting shall be competent to:**

- 1) amend and modify the Articles of Association of the Company or approve a revision of the Articles of Association
- 2) reorganize the Company;
- 3) liquidate the Company, appoint the Liquidation Committee and approve the interim and final liquidation balance sheets.
- 4) decide on the number of, elect and dismiss members of the Board of Directors;
- 5) determine the quantity, par value, category (class) of authorized shares and the rights they carry;
- 6) increase the authorized capital of the Company by increasing the par value of its shares, by private placement of new shares or by public placement of common shares that represent more than twenty five percent (25%) of the common shares issued previously or through private offering of equity securities convertible into common shares that represent more than twenty five percent (25%) of the common shares placed previously;
- 7) increase the authorized capital by public placement of preferred shares or new common shares within the limits of the number and categories (classes) of the authorized common shares representing twenty five percent (25%) or less of the common shares placed previously or by distributing shares among the Company's shareholders against the assets of the Company;
- 8) pass a resolution on public placement of issue-grade securities convertible into preferred shares or into common shares representing twenty five percent (25%) or less of the common shares placed previously;
- 9) decide on the Company's placement of bonds and other issue-grade securities that are convertible into shares, except where such placement is made by resolution of the Company's Board of Directors pursuant to the Federal Law on Joint-Stock Companies.
- 10) reduce the authorized capital of the Company by reducing the par value of its shares, by repurchasing a portion of its shares in order to reduce the total number of shares, and by cancellation of repurchased shares;
- 11) elect and dismiss members of the Audit Committee. determine, upon the recommendation of the Board of Directors, the amount of remuneration and compensation to be paid to the members of the Audit Committee;
- 12) approve the Company's auditor;
- 13) pay out (declare) dividends after reviewing fiscal information for the first quarter, six months and nine months of the fiscal year ending;
- 14) approve annual reports and annual financial statements, including profit and loss statements (profit and loss accounts) of the Company; approve the distribution of the Company's profits (including the payment (declaration) of dividends, except for the profits distributed as dividends at the end of the first quarter, six months and nine months of the fiscal year) and losses after reviewing performance over the fiscal year;
- 15) approve the procedure for holding General Meetings;
- 16) split and consolidate shares;

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- 17) approve non-arm's length transactions in cases provided by the applicable laws of the Russian Federation and the Articles of the Company;
  - 18) approve major transactions in cases provided by the applicable laws of the Russian Federation and the Articles of the Company;
  - 19) the Company's purchase of outstanding shares in cases provided by the applicable laws of the Russian Federation and these Articles;
  - 20) decide on participation in financial and industrial groups, associations and other groups of commercial organizations;
  - 21) approve the internal rules and regulations, which govern the Company and the governing bodies of the Company;
  - 22) following the recommendation of the Board of Directors, pass a resolution to transfer the powers of the Sole Executive Body to a commercial organization (management organization) or to sole proprietor (manager) under a contract;
  - 23) pass a resolution to terminate the powers of the management organization or the manager before the term of contract;
  - 24) 25) pass a resolution to file for delisting of the Company's shares and (or) other issued securities that are convertible into Company shares;
  - 25) 26) decide on other matters provided for by the applicable laws of the Russian Federation and the Articles of the Company.

#### **Article 4. Resolutions of the General Meeting**

4.1. Matters specified in subparagraphs 1 – 3, 5, and 24 of paragraph 3.1 hereof shall be resolved by the General Meeting by a three-fourths majority vote of the holders of voting shares present at the General Meeting.

Decisions regarding the placement of shares and other issue-grade securities in the cases provided for by Article 39 of the Federal Law on Joint-Stock Companies shall be taken by the General Meeting. The resolution shall be adopted by a three-fourths majority vote of the holders of voting shares present at the General Meeting.

The General Meeting shall pass resolutions on matters specified in subparagraphs 2, 6-16-22 of paragraph 3.1 hereof only upon the recommendation of the Board of Directors.

4.2. At a General Meeting, matters put to the vote shall be decided by a majority vote of the holders of the Company's voting shares present at the General Meeting, unless otherwise specified by the Federal Law on Joint-Stock Companies.

4.3. A General Meeting may not adopt resolutions on matters which are not on its agenda or change the agenda.

#### **Article 5. Proposing the agenda and notice of General Meeting**

5.1. The agenda for a General Meeting shall be approved by the Board of Directors in the manner prescribed by the applicable law of the Russian Federation.

5.2. A shareholder (shareholders) representing at least two (2) percent of the Company's voting shares shall be entitled to propose the agenda for an Annual General Meeting.

These proposals shall be submitted to the Board of Directors no later than thirty (30) days after the end of the fiscal year. Proposed agenda items for a General Meeting and nominations should be submitted in writing, with an indication of the name (corporate name) of the proposing shareholder(s), the number and category (class) of the shares they hold, and signature of the shareholder(s).

The proposals shall be formulated in accordance with the Federal Law on Joint-Stock Companies.

A shareholders may amend or revoke in full his or her duly submitted proposals prior to approval by the Board of Directors of the ballots for the General Meeting.

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5.3. With regard to agenda proposals for a General Meeting, if no such proposals are made, if no candidates or an insufficient number of candidates have been proposed to create a body, the Board of Directors shall have the right to add items to the agenda of such General Meeting or to add candidates to the list of candidates at its own discretion.

5.4. A Notice of General Meeting shall be sent to the shareholders in writing (by certified mail or delivered against receipt) no later than twenty (20) days before the date of the meeting or no later than thirty (30) days before the date of the meeting if Company reorganization is on the agenda for the General Meeting.

A Notice of General Meeting shall contain:

- full corporate name and registered office of the Company;
- General Meeting format (joint meeting or voting by mail ballot);
- date, venue and time of the General Meeting and, if the General Meeting will vote by mail-in ballots, the deadline for submission of ballots and the mailing address where the filled ballots must be sent;
- the time when registration of participation in the General Meeting starts and the place where registration will take place;
- the date when a list of persons entitled to participate in the General Meeting will be prepared;
- the General Meeting agenda;
- obtaining information (materials) that must be distributed to shareholders in the course of preparations for a General Meeting and the address where the information will be accessible for familiarization.

5.5. All information (materials), which must be distributed to shareholders in accordance with the applicable law of the Russian Federation and the Articles of Association of the Company, shall be made available for familiarization to qualifying persons, during preparations for the General Meeting at a place indicated in the Notice of General Meeting, no later than twenty (20) days before the date of the meeting or no later than thirty (30) days before the date of the meeting if Company reorganization is on the General Meeting agenda. At the request of its shareholders, the Company shall provide copies of these documents within no later than two (2) working days.

5.6. If there is a nominee shareholder on the Company's shareholder register, a Notice of General Meeting and all information (materials) that must be distributed to qualifying persons before a General Meeting shall be sent to the nominee shareholder in electronic form (in the form of digitally signed electronic documents) in the course of preparations for the General Meeting. The nominee shareholder shall bring the Notice of General Meeting and the information (materials) received hereunder to the attention of its depositors in the manner and within the period prescribed by the laws and regulations of the Russian Federation or a depository contract.

## **Article 6. Holding a General Meeting**

6.1. Shareholders shall participate in General Meetings in person or by proxy.

A shareholder's proxy at a General Meeting shall be authorized to act by written proxy. The proxy statement shall contain information about the shareholder and its proxy (for an individual: name and identity document details ((serial) number, date and place of issue, and issuing authority), for a legal entity: corporate name and registered address). A proxy must be issued in accordance with the requirements specified in the Civil Code of the Russian Federation or be notarized.

6.2. The Company's registrar will be appointed to act as a Scrutineer at General Meetings.

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6.3. The Chairman of the Board of Directors shall preside over General Meetings. In his or her absence, a member of the Board of Directors will be appointed by the Board of Directors to chair the General Meeting. If none of the members of the Board of Directors are present or if they refuse to take the chair, the Sole Executive Body will preside over the General Meeting.

6.4. Matters concerning the holding of General Meetings (General Meeting rules) that are not covered by the applicable law of the Russian Federation, the Articles of Association of the Company or these Provisions shall be resolved by the person acting as the chairman of the General Meeting. In particular, the Chairman of the General Meeting sets the order of presenters of agenda items and the order of other speakers, and the order of referring questions to presenters.

6.5. The organizational support for General Meetings shall be assigned to the Secretary of the Board of Directors, who is also the Secretary of the General Meeting of the Company. If the Secretary of the Board of Directors is not at the General Meeting, the person chairing the General Meeting shall appoint a Secretary for that meeting.

6.6. The General Meeting will vote following the "one share-one vote" principle, except in cases where another voting procedure is prescribed by an applicable law of the Russian Federation.

6.7. At General Meetings, shareholders vote with ballots, in the manner provided for in the Articles of Association of the Company and these Provisions.

6.8. Resolutions of the General Meeting shall be recorded in respective Minutes, drawn up in writing and in accordance with the applicable law of the Russian Federation, not later than three (3) working days after the closing of the General Meeting. The Minutes are made out in two (2) copies signed by the presiding officer and by the Secretary of the General Meeting.

6.9. Extracts from the Minutes of the General Meeting are signed by the Secretary of the General Meeting. If the Secretary of the General Meeting is a person other than the Secretary of the Board of Directors, extracts from the Minutes of the General Meeting shall be signed by the Secretary of the Board of Directors.

## **Article 7. Final provisions**

7.1. The Company shall pay all expenses associated with the preparation and holding of a General Meeting, including if convened at the request of the Audit Committee, the Company's auditor or shareholder.

These Provisions shall be approved by the General Meeting. Modifications and amendments thereto and the adoption of a new revision thereof shall be the competence of the General Meeting.

7.2. These Provisions and any modifications and amendments thereto shall become effective upon approval by the General Meeting.

7.3. Should any of the terms set forth in these Provisions conflict with applicable law of the Russian Federation and the Articles of Association of the Company, the applicable law and the Articles of Association of the Company shall govern.

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