

**APPROVED BY**  
**a resolution of the Annual**  
**General Meeting of shareholders**  
**RBC OJSC**  
**Minutes No. \_\_ dated June \_\_, 2014**

**REGULATIONS**

**ON THE GENERAL MEETING OF SHAREHOLDERS**

**RBC OJSC**

1. These Regulations on the General Meeting of Shareholders of RBC OJSC (hereinafter, the “General Meeting”) has been drawn up in compliance with Federal Law No. 208-FZ “On Joint-Stock Companies” (hereinafter, the “Federal Law”) dated December 26, 1995 and the Articles of Association of RBC OJSC (hereinafter, the “Company”).
2. These Regulations shall determine the procedure for holding both annual and extraordinary General Meetings.
3. The competence of the General Meeting and the timeframe for convening it shall be determined by the Company’s Articles of Association.
4. The Company’s Board of Directors shall determine the following in preparation for convening a General Meeting:
  - the form of holding the General Meeting (assembly or meeting by absentee vote);
  - date, place and time of the General Meeting (including the commencement time for registration of shareholders), and in the event that completed voting ballots may be submitted to the company in compliance with Article 60 Clause 3 of the Federal Law, the postal address for the submission of ballots, or in the event of holding the General Meeting by absentee vote, the final date for the submission of completed voting ballots and the postal address to which the completed voting ballots shall be submitted;
  - the record date for compiling a list of persons entitled to participate in the General Meeting;
  - agenda for the General Meeting;
  - procedure for notifying shareholders of the General Meeting;
  - a list of information (materials) to be provided to shareholders in preparation for the General Meeting and the procedure for delivering it;
  - the form and the language of the voting ballot in the event of voting by ballots.
5. The agenda of the General Meeting shall include items on the election of the Board of Directors of the Company, the Audit and Compliance Committee, approval of the Company’s auditor, and matters contemplated by Article 48 Clause 1 of the Federal Law.
6. The procedure for suggesting items for the General Meeting is stipulated by the Federal Law and the Articles of Association of the Company. The suggestion of a shareholder (shareholders) on the nomination of candidates for the above-mentioned bodies of the Company shall include the following information about the candidates along with information provided in compliance with the Federal Law:
  - full name;
  - date of birth;
  - education;
  - jobs held in the previous five years;
  - information on any convictions for crimes in the economy sphere or crimes against the government;
  - the number of the Company’s shares owned by the candidate;
  - positions held by the candidate in executive bodies of other legal entities (including full corporate names of such legal entities and the date on which the candidate first took this position);
  - the candidate’s written agreement to take the respective position.
7. The notice to shareholders on holding a General Meeting shall be made in accordance with the procedure and within the timeframe stipulated by the Federal Law and the Company’s Articles of Association.
8. The notice on holding the General Meeting shall contain the following information:
  - full corporate name of the Company and the location of the Company;
  - the form of holding the General Meeting (simultaneous attendance or meeting held by absentee vote);

- date, place, and time of the General Meeting (including the commencement time for registration of shareholders) and the address to which completed voting ballots can be submitted in the event that completed voting ballots may be delivered to the Company in accordance with Article 60 Paragraph 3 of the Federal Law, or in the event that the General Meeting is held by absentee vote, the deadline for submitting voting ballots and the postal address to which completed voting ballots can be sent;
- the date of compiling a list of persons entitled to participate in the General Meeting;
- the General Meeting's agenda;
- The procedure for the disclosure of information (materials) subject to disclosure as part of preparation for the General Meeting, and the address (addresses) at which it is available.

9. Information (materials) to be provided to persons entitled to participate in the General Meeting as part of preparation for the General Meeting shall include annual accounting statements, including an Auditor's report, a report of the Company's Audit and Compliance Committee on the results of examining the annual accounting statements, information about a candidate (candidates) to the Company's Board of Directors, the Company's Audit and Compliance Committee, draft changes and additions to be introduced to the Company's Articles of Association or a new edition of the draft Articles of Association of the Company, draft corporate documents of the Company, draft resolutions of the General Meeting, and other information (materials) contemplated by the Company's Articles of Association.

10. In the event that the person registered in the Company register is a nominal shareholder, the notice on holding the General Meeting and information (materials) to be provided to persons entitled to participate in the General Meeting as part of preparation for the General Meeting shall be sent electronically (in the form of electronic documents bearing an electronic signature) to the nominal shareholder.

11. The list of persons entitled to participate in the General Meeting shall be compiled on the basis of the Register of the Company's shareholders on the date set forth by the Board of Directors of the Company. The record date for compiling the list of persons entitled to participate in the General Meeting may not be set earlier than 10 days from the date of the passing of the resolution to convene a General Meeting or be more than 50 days prior to the date of the General Meeting, and in the event stipulated by Article 53 Clause 2 of the Federal Law "On Joint-Stock Companies," - more than 80 days prior to the date of the General Meeting.

12. The list of persons entitled to participate in the General Meeting shall contain the name (corporate name) of each of these persons, information required for the person's identification, information on the number and category (type) of shares enabling the person to vote, postal address in the Russian Federation to which the notice on convening the General Meeting shall be sent, along with voting ballots – in the event that the voting provides for the delivery of voting ballots, and a report on the voting results.

The list of persons entitled to participate in the General Meeting shall be made available by the Company upon request of persons on the list who own at least 1 percent of votes. The information from the documents and postal addresses of persons on the list shall be disclosed only upon consent of such persons.

Upon request of any related person, the Company shall provide an excerpt from the list of persons eligible to participate in the General Meeting containing data on such a person or a certificate stating that such a person is not on the list of persons entitled to participate in the General Meeting.

13. The right to participate in the General Meeting may be exercised by a shareholder both in person or through a representative. The shareholder may at any time replace his/her representative at the General Meeting or personally participate in the General Meeting. At the General Meeting, the shareholder's representative shall act in accordance with authorizations based on federal law provisions or decrees by authorized government bodies, local

government bodies, or in accordance with a power of attorney issued in a written form. The power of attorney granting the right to vote shall contain information about the person being represented and the representative (name or corporate name, place or residence or legal address, passport data). The power of attorney granting the right to vote shall be executed in accordance with the requirements stipulated in Article 185 Clauses 4 and 5 of the Civil Code of the Russian Federation and certified by a notary. A person eligible to act on behalf of a legal entity without the power of attorney by virtue of office shall present certified copies of the Articles of Association of the legal entity being represented and resolutions of the authorized executive body of the legal entity on the election (appointment) of the said person to the respective position.

14. If shares were transferred after the date of drawing a list of persons entitled to participate in the General Meeting, and before the date of holding the General Meeting, a person included on this list shall provide the new owner of shares with a power of attorney for participation in the General Meeting or the person shall vote at the General Meeting according to instructions from the new owner of the shares. This rule shall apply to each of the following cases of share transfer.

15. In the event that the Company's shares are in joint ownership of several persons, the voting rights shall be exercised at the General Meeting at their discretion by a participant of the joint ownership of shares or by his/her representative. The rights of each of the above-mentioned persons shall be duly documented.

16. Voting on issues put to vote on the agenda of the General Meeting shall be conducted exclusively through voting ballots. The voting ballots shall be sent to or delivered personally against signature to each person on the list of persons entitled to participate in the General Meeting in accordance with the procedure stipulated by Article 60 of the Federal Law and the Company's Articles of Association.

17. In the event that the number of shareholders – owners of voting shares of the Company exceeds 100, the Company shall establish a returning board, and the number of its members and members themselves shall be approved by the General Meeting of Shareholders.

18. In the event that the register of shareholders of the Company is a registrar, it shall have the power to perform functions of the returning board. In the event that the number of shareholders - owners of voting shares of the Company exceeds 500, the functions of the returning board shall be performed by the registrar.

19. The returning board (the Company's Registrar performing the functions of the Returning board) shall verify the powers and register persons participating in the General Meeting, determine the quorum of the General Meeting, explain matters arising out of the shareholders' (their representatives') exercising of voting rights at the General Meeting, explain the procedure for voting on matters put to vote, ensure compliance with the voting procedure and the shareholders' rights to participate in the voting, tally votes and draw the results of voting, put together minutes on the voting results, transfer voting ballots to the archive.

20. The procedure for determining the quorum (the legality) of the General Meeting shall be determined in accordance with the Federal Law and the Company's Articles of Association. The quorum shall be determined once after the registration and shall remain in effect throughout the General Meeting in accordance with the following principal: "Once there is a quorum, it may not be disturbed."

21. Voting at the General Meeting shall be performed in accordance with the principle "one voting share – one vote," save for events stipulated by the Federal Law and the Articles of Association of the Company.

22. In order for a vote to be tallied, the person voting must select only one choice out of all the voting choices on the ballot. All voting ballots that violate the above-mentioned rule shall be deemed invalid, and the votes on items put to vote in such voting ballots shall not be tallied.

23. In the event that the voting ballot contains several issues put to vote, any breach of the above-mentioned requirement in respect of one or several issues shall not result in the voting ballot being deemed invalid in general.
24. A ballot shall be deemed void if during a cumulative voting a shareholder allocated a greater number of votes on issues put to vote than the actual total number of votes the shareholder possesses.
25. After the tallying of votes, the returning board (registrar performing the functions of the returning board) shall draw up the minutes on the voting results, signed by members of the returning board or a person performing its functions.
26. After the minutes on the voting results at the General Meeting have been drawn and signed, the voting ballots shall be sealed and submitted to the Company's archive for safekeeping. The minutes on the voting results shall be attached to the Minutes of the General Meeting, which shall be drawn up under the requirements stipulated by the Federal Law and the Company's Articles of Association and executed by the Chairman and Secretary of the General Meeting.
27. The Company's Board of Directors may invite independent observers to supervise the procedure for the tallying of votes at the General Meeting.
28. Resolutions passed by the General Meeting and voting results shall be announced at the General Meeting during which the voting was held and disclosed to persons included in the list of persons entitled to participate in the General Meeting within 4 business days from the closing date of the General Meeting in the form of a report on the voting results in accordance with the procedure stipulated for holding the General Meeting.  
In the event that the person registered in the Register of the Company's shareholders is a nominal shareholder on the date of compiling a list of persons entitled to participate in the General Meeting, a report on the voting results shall be sent electronically (in the form of an electronic document bearing an electronic signature) to the nominal shareholder.
29. The General Meeting shall pass resolutions on matters on the agenda in accordance with the order stipulated by the Federal Law and the Company's Articles of Association. The General Meeting may not pass resolutions on decisions that are not on the agenda of the General Meeting or change the agenda.
30. The functions of the Chairman of the General Meeting shall be performed by the Chairman of the Board of Directors.