



SHAREHOLDERS' ASSEMBLY
OF JSC TIGAR

**RULES OF PROCEDURE
OF THE SHAREHOLDERS' ASSEMBLY OF
THE JOINT-STOCK COMPANY TIGAR PIROT**

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**RULES OF PROCEDURE OF THE SHAREHOLDERS'
ASSEMBLY OF JSC TIGAR**

Document reference

10800.60104.A

Pursuant to Articles 334 and 592 of the Companies Law (Official Gazette of the ROS, nos. 36/11 and 99/11) (hereafter: the Law), and pursuant to the provisions of the Bylaws of the Joint-Stock Company Tigar (hereafter: JSC Tigar or the Company), seeking to align with the provisions of the Law, the Shareholders' Assembly of the Company, at its session held on 20 June 2012, adopted the following

**RULES OF PROCEDURE
OF THE SHAREHOLDERS' ASSEMBLY
OF THE JOINT-STOCK COMPANY TIGAR, PIROT**

I. GENERAL PROVISIONS

Article 1

These Rules of Procedure shall govern the proceedings of the Shareholders' Assembly of JSC Tigar (Assembly), and particularly the preparations for and the convening of the Assembly, the calling to order and proceedings of the Assembly, the decision-making of the Assembly, the postponement, adjournment and conclusion of the sessions of the Assembly, the orderly conduct of the sessions of the Assembly, the documents of the Assembly, the minutes, and the work of subsidiary bodies, pursuant to the Law and the Company's Bylaws.

Article 2

The provisions of these Rules of Procedure apply to all shareholders of the Company and their proxies who take part in the proceedings of the Assembly, as well as to all other individuals who attend any session of the Assembly.

Article 3

The Assembly shall discharge the duties which fall within its competence through sessions, which shall be convened and held in accordance with the provisions of these Rules of Procedure, the Bylaws of the Company, and the Law.

Any session of the Assembly shall be either ordinary or extraordinary.

Article 4

The Assembly is comprised of all shareholders of the Company.

Any shareholder who holds at least 1700 shares shall be entitled to personally participate in the proceedings of the Assembly, including:

1. the right to vote on matters voted on by their class of shares;
2. the right to participate in deliberations on the items on the agenda for the Assembly, including the right to submit proposals, ask questions, and receive answers regarding any matter included in the agenda, as provided for under the Bylaws and these Rules of Procedure.



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Shareholders who do not hold the number of shares stated in Paragraph 2 of this article may unite to achieve the number of shares stated in Paragraph 2 of this article, and may participate in the proceedings of and vote at the Assembly through a common proxy, or vote *in absentia* as provided for under the Law and the Company's Bylaws.

The Chief Executive Officer, executive directors, members of the Supervisory Board, the auditor and other invited persons shall take part in the proceedings of the Assembly.

II. SESSIONS

Preparations and convening

Article 5

The Supervisory Board shall convene the Assembly, under a decision which shall also propose the agenda for the respective session and set the date, time and venue of the session.

A session may also be convened by the Company's shareholders, as provided for under the Law.

The Assembly may deliberate and resolve solely on matters included in the agenda.

As a rule, the Assembly shall hold its sessions at the Company's headquarters, but may also meet elsewhere if so decided by the Supervisory Board.

Ordinary sessions

Article 6

Ordinary sessions of the Assembly shall be convened and held once a year (annual Shareholders' Assembly), not later than 6 (six) months after the end of a business year.

An ordinary session of the Assembly shall be held on such date and at such time as determined by the Supervisory Board pursuant to the law and the Bylaws.

Extraordinary sessions

Article 7

The Supervisory Board shall convene an extraordinary session of the Assembly, as needed:

1. based on its decision;
2. on request of shareholders who hold at least 5% (five percent) of the shares which entitle them to vote on the matter proposed for the extraordinary session.

The request referred to in Paragraph 1 (2) of this article may be submitted by shareholders who acquired such capacity at least 3 (three) months prior to the submission of the request and who retain that capacity until a resolution is passed concerning their request.



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Notice and materials

Article 8

Notice of an ordinary session of the Assembly shall be sent not later than 30 (thirty) days prior to the session, while notice of an extraordinary session of the Assembly shall be sent not later than 21 (twenty-one) days prior to the session.

The notice shall be sent to persons who are the Company's shareholders on the date the Supervisory Board issued a decision convening the Assembly, to their addresses stated in the unified record of shareholders.

Delivery shall be deemed made on the date of mailing of registered mail to the address of the shareholder, or of electronic mail if the shareholder has agreed in writing to be notified by electronic mail.

The notice of any session of the Assembly shall also be given by posting such notice on the Company's website, the website of the Business Registry, and the website of the regulated market, or multilateral trading platform.

Article 9

Any such notice shall include, but not be limited to:

1. The date of the notice;
2. The time and place of the session;
3. The proposed agenda for the session, including a clear indication of the items on the Agenda on which a resolution of the Assembly is proposed, and stating the class and total number of shares eligible to vote on such resolution and the majority required to pass the resolution;
4. Instructions for obtaining materials for the session;
5. Instructions about shareholders' rights in connection with their participation in the proceedings of the Assembly, and clear and precise information about the rules for exercising such rights in accordance with the Law, the Bylaws and these Rules of Procedure;
6. Power-of-attorney (voting) form and warning that a power of attorney may be issued using only that form, submitted to the Company not later than 3 (three) business days prior to the date of the session;
7. Absentee voting form;
8. Notification of the shareholders record date and explanation that only shareholders who are shareholders of record on that day shall be entitled to participate in the proceedings of the Assembly.

The notification per Paragraph 1 (8) above shall include, but not be limited to: information about any shareholder's right to propose the Agenda and the right to ask questions, stating the timeframe within which such rights may be exercised; description of the proxy voting procedure; and description of the absentee voting procedure.

Financial statements, including the auditors' report, report of the Supervisory Board, report of the Executive Committee, proposals of any amendment to the Bylaws, description of any contract or other legal transaction proposed for approval, and other documents as provided for under the Law



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and the Bylaws shall be included with the notice referred to in Paragraph 1 of this article.

In parallel with the notice given to shareholders, materials for the respective session of the Assembly shall be made available on the Company's website, such that shareholders may download them in their entirety.

The Company shall also post on its website the total number of shares and voting rights on the date of the notice, including the number of each class of voting shares entitled to vote on the individual items on the Agenda.

Right to propose additional agenda items

Article 10

One or more shareholders holding at least 5% of the voting shares may propose to the Supervisory Board matters to be put on the Agenda for deliberation, as well as additional items on which they propose a resolution of the Assembly, provided that any such proposal shall be explained and a draft of the proposed resolution(s) provided.

The proposal referred to in Paragraph 1 of this article shall be submitted in writing and shall identify the parties submitting the proposal; it may be sent to the Company not later than 20 (twenty) days prior to the date of an ordinary session, or 10 (ten) days prior to the date of an extraordinary session of the Assembly.

The Company is required to post the proposal referred to in Paragraph 2 of this article on its website not later than the business day after the day on which the proposal was received.

If the Supervisory Board accepts the proposal referred to in Paragraph 1 of this article, the Company is required to convey an updated Agenda without delay to all shareholders entitled to take part in the proceedings of the Assembly, in the manner provided for under the Law.

III. CHAIRPERSON

Article 11

A chairperson shall preside at each session of the Assembly.

The Chairperson shall be elected by a majority of the voting shareholders present, or their voting proxies, on the recommendation of the Supervisory Board; the Chairperson shall preside at all the following sessions of the Assembly until another Chairperson is elected pursuant to the Bylaws and the Rules of Procedure of the Assembly.

The Chairperson of the Assembly shall appoint a keeper of the minutes from among the persons present.

Voting Committee

Article 12

The Chairperson shall appoint a Voting Committee.

The Voting Committee shall be composed of at least 3 (three) members. It shall:



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1. Compile a list of the shareholders present or represented, and of the proxies, and verify the identity of the proxies;
2. Determine the total number of votes and the votes of each shareholder who has voted in person or by proxy, as well as the existence of a quorum;
3. Determine the validity of each power of attorney and of the instructions contained therein;
4. Count the votes;
5. Determine and pronounce the results of voting;
6. Submit ballots to the archive for safe-keeping;
7. Perform other duties as provided for under the Bylaws and these Rules of Procedure.

The Voting Committee shall act impartially and diligently towards all shareholders and proxies, and shall produce a signed report on its activities.

Members of the Supervisory Board, members of the Executive Committee, candidates therefor, and persons related to them may not serve on the Voting Committee.

Quorum

Article 13

The quorum at any session of the Assembly shall be composed of shareholders who hold a simple majority of the total number of the class of shares entitled to vote on the matter concerned.

The quorum shall include the votes of shareholders who have voted *in absentia* or by electronic means.

A quorum for the proceedings and decision-making shall exist during the deliberation and decision-making on each item of the Agenda, and shall be ensured by the Chairperson of the Assembly.

If there is a quorum only for certain matters, the Assembly may resolve only on such items on the Agenda.

Article 14

Resolutions shall be passed by a simple majority of the votes of the shareholders present in person or by proxy, unless the Law or the Bylaws require a larger number of votes on certain matters.

The majority required to pass a resolution shall include the votes of the shareholders who have voted in writing or by electronic means.

IV. PROCEEDINGS

Article 15

Until the time of election of the Chairperson of the Assembly, any session shall be called to order and presided over by the Chairperson of the Supervisory Board of the Company. The Chairperson of the Supervisory Board shall nominate the Chairperson of the Assembly and put the nomination to a vote by open ballot.

The Chairperson of the Assembly shall be elected by a simple majority of the votes present.

Following election, the Chairperson of the Assembly shall appoint the Voting Committee, a keeper of



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the minutes, and any other individuals to provide assistance in accordance with the Bylaws and these Rules of Procedure.

Article 16

Having first established that proper conditions exist for the session, the Chairperson of the Assembly shall call the session to order and declare the Agenda, based on the agenda established in the notice of the respective session of the Assembly.

The Agenda may not be amended during the session.

Article 17

The proceedings under each item on the Agenda shall include deliberation and decision-making on the proposed resolution or matter on the Agenda.

The proposer(s) of the Agenda shall have the right and the duty to present a brief report or to explain their proposal.

Following the presentation by the proposer(s), the Chairperson of the Assembly shall invite discussion, whereby the discussion of any item on the Agenda shall last until the list of signed-in speakers has been exhausted.

Article 18

At any session of the Assembly, no person present may take part in the discussion until they are given the floor by the Chairperson of the Assembly.

The Chairperson shall give the floor in the signed-in order, whereby the floor may be given regardless of this order only to an individual from among the proposers of the respective resolution, to provide additional information on the matter deliberated by the Assembly.

Any participant in the session of the Assembly who is given the floor shall adhere to the subject matter of the deliberation and shall only speak about the respective item on the Agenda for the session.

The Chairperson of the Assembly is entitled to limit the time of discussion of each participant and the number of participations in the discussion under each item on the Agenda, informing the Assembly thereof prior to the beginning of the proceedings per the established Agenda.

Article 19

The presentations of the speakers shall be brief and to the point, and shall include proposals for the resolution of the matter discussed, unless the presentation is informative in nature.

The Chairperson is entitled to warn any speaker not to depart from the item on the Agenda and to shorten their presentation.

The Chairperson of the Assembly shall ensure that no one interferes with the speakers during their presentations.



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Article 20

The Chairperson of the Assembly shall warn any speaker whose presentation at the session of the Assembly disparages or offends other participants or otherwise interferes with the proceedings of the Assembly.

If the warned speaker continues to interfere with the proceedings of the Assembly, the Chairperson shall take away the floor or cause the speaker to be removed from the session.

Article 21

When the Assembly deliberates on any documents or information deemed confidential by the Company, or when any information is provided on the business operations of the Company whose disclosure to any third party would result in substantial damage to the Company, the Chairperson of the Assembly shall warn all persons present that everything that they have learned in that regard must be kept in confidence.

Article 22

The deliberation on any item on the Agenda shall last until all signed-in speakers have completed their presentations.

On such a motion of the Chairperson or any other participant in the session, the Assembly may decide to conclude the deliberation on any item on the Agenda before all the sign-in speakers have taken their turn, if the matter discussed has been sufficiently clarified for a resolution to be put to a vote.

Following deliberation on an item on the Agenda, the Chairperson shall conclude the discussion on that item and put the proposal to a vote.

Right to pose questions and receive answers

Article 23

Any shareholder eligible to take part in the proceedings of the Assembly shall be entitled to pose questions to the directors and members of the Supervisory Board, if such questions pertain to the items on the Agenda for the respective session, as well as other questions related to the Company but only to the extent that the answers to such questions are necessary for a proper assessment of the subject-matter on the Agenda for the session.

The director or member of the Supervisory Board shall answer any question per Paragraph 1 of this article during the session.

Notwithstanding Paragraph 2 of this article, the Chairperson of the Assembly may deny the answer if:

1. it would be reasonable to conclude that the answer to the question may damage the Company or any party related to the Company;
2. the matter is confidential and concerns the protection of the business interests of the Company;
3. the answer would result in a criminal offense;



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4. the information is available on the Company's website under questions and answers at least seven days prior to the date of the session.

The director may give a single answer to several questions whose essence is the same.

If any director or member of the Supervisory Board declines to answer a shareholder's question, this fact and the reason therefor shall be entered in the minutes of the respective session.

V. VOTING

Article 24

After the deliberation on each item on the Agenda, the Chairperson shall conclude the discussion and put the matter to a vote.

The participants in the session of the Assembly who are eligible to decide shall vote on the proposed resolution.

Article 25

Prior to the vote on any item on the Agenda, the Chairperson shall formulate the proposed resolution put to the vote.

If there are several proposals for the resolution of any item on the Agenda for the session, first the proposals included in the materials for the session of the Assembly shall be put to a vote, and then the proposals presented at the session itself in the order given.

Once any motion receives a majority vote per the Company's Bylaws, the remaining motions shall not be put to a vote.

Article 26

Any shareholder who is eligible to participate in the proceedings of the Assembly (holds the stipulated number of shares), in accordance with the Law and the Bylaws, may vote in person or by proxy.

Any voting power of attorney shall be issued in writing, using the prescribed form provided along with the notice of the session and posted on the Company's website; it shall include, but not be limited to:

1. The name of the shareholder, including all the information required by the Law;
2. The name of the proxy, including all the information required by the Law;
3. The number, type and class of the shares for which the power of attorney is issued.

If the proxy is a legal entity, the voting rights shall be exercised by its legal representative or specially authorized representative, who must be a member of a body of that legal entity or its employee.

The power of attorney may also be given by electronic means, provided that its authenticity has been ensured pursuant to the law which regulates electronic signatures. The power of attorney for voting by electronic means shall also be given using the prescribed form posted on the Company's website.

In the notice to shareholders of the session of the Assembly, the Company shall state the e-mail address to which powers of attorney in electronic format, including a qualified electronic signature, shall be sent.



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The shareholder or proxy is required to submit a copy of the power of attorney not later than 3 (three) business days prior to the date of the session.

The voting power of attorney is not transferable.

Article 27

Members of the Supervisory Board, the Chief Executive Officer, the executive directors of the Company, employees of the Company, the Company's auditor or employees of the entity providing auditing services to the Company, and the controlling shareholder, as well as persons related to them and persons who have the above capacity in any other company controlled by the controlling shareholder of the Company, may not act as shareholder proxies.

Article 28

Shareholders (individuals) may vote in writing, *in absentia*, using the voting form which they have personally signed.

Shareholders (legal entities) may vote in writing, *in absentia*, using the voting form which their legal representative has personally signed.

The Company shall post on its website the prescribed form for voting in writing.

Shareholders are required to submit completed voting forms, along with appropriate appendices, to the Company not later than 3 (three) business days prior to the date of the session.

Any shareholders who have voted *in absentia* shall be deemed present at the session during decision-making on the items on the Agenda on which they have voted.

Voting procedure

Article 29

Voting at any session of the Assembly shall be by open ballot, unless otherwise provided for under the Bylaws or a resolution of the Assembly.

The Assembly shall vote by secret ballot when resolving on the election or removal of members of the Supervisory Board and the auditor, as well as on financial statements, business reports, the Supervisory Board remuneration policy and in any other cases as decided by the Assembly.

Article 30

Voting shall be conducted using electronically processed ballots.

Each ballot shall state:

1. The registered name of the Company and the date and time of the respective session of the Assembly;
2. The item on the Agenda put to the vote;
3. Voting instructions – *in favor, against or abstain* – under each item.

Open ballot voting shall be by a show of hands, while in secret-ballot voting ballots shall be placed in a ballot box.



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Both open ballot and secret ballot voting shall be organized by the Voting Committee.

Voting by secret ballot shall involve the selection of one of the three options per Item 3 of the previous paragraph.

The Voting Committee shall organize any secret ballot voting and be responsible for the counting of the votes under the respective item on the Agenda.

Exclusion of voting rights

Article 31

A shareholder may not vote if a resolution is to be passed on:

1. the relief from or diminution of their obligations to Company;
2. the initiation or renouncing of any litigation against the shareholder;
3. the approval of any transaction which involves the shareholder's personal interest.

Each case where a shareholder may not vote on any item on the Agenda shall be noted by the Assembly, upon a prior report of the Voting Committee.

The votes of any shareholder whose voting rights are excluded under an item of the Agenda shall not be included in the quorum for that item.

Any such exclusion of voting rights shall pertain solely to the matter which has caused the exclusion of the shareholder's voting rights at the respective session.

Article 32

Upon completion of the voting, the Chairperson of the Assembly shall establish the voting results based on the report of the Voting Committee.

The voting results shall be determined based on the votes in favor or against the proposed resolution(s), as well as abstentions.

Any proposed resolution shall be passed by a majority of the voting shareholders present at the respective session of the Assembly, except where the Law or the Company's Bylaws require a special quorum.

Upon establishment of the voting results, the Chairperson shall declare the decision of the Assembly.

Article 33

Any resolution of the Assembly shall be formulated such that there is no ambiguity as to the decision being made.

The resolutions passed shall be entered in the minutes of the respective session of the Assembly.



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VI. POSTPONEMENT, ADJOURNMENT AND CLOSING

Postponement

Article 34

Any session of the Assembly may be postponed if circumstances occur which prevent the session to be held as convened.

Any session of the Assembly may also be postponed if the Chairperson, prior to calling the session to order, determines that the required number of voting shareholders (quorum) are not present or represented at the session.

The Chairperson of the Assembly shall postpone such session.

Re-convening

Article 35

If any session of the Assembly is postponed due to a lack of quorum, it may be re-convened with the same Agenda not later than 30 days and not earlier than 15 days from the date of postponement.

The quorum required for such a re-convened session shall be 1/3 (one third) of the total number of voting shares under the respective item.

The simple decision-making majority at a re-convened session of the Assembly shall be 1/4 of the total number of the voting shares of the shareholders voting on the respective item, plus one vote, unless the law requires a larger number of votes under such item.

Adjournment

Article 36

Any session of the Assembly may be adjourned in the following cases:

1. to make a break during the session;
2. if during the session the number of the shareholders present or represented falls below the quorum needed to hold the session;
3. if the session is long and cannot end on the same day;
4. if there is significant interference with the proceedings, and the Chairperson is unable to restore order applying standard measures.

The Chairperson of the Assembly shall adjourn such session as provided for under the law.

Article 37

After all deliberations and decision-making have been completed, the Chairperson shall declare the session closed.

A closed session may not continue.



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VII. MINUTES

Article 38

Minutes of each session of the Assembly shall be recorded and they shall include basic information about the proceedings, and in particular:

1. The date and place of the session;
2. The time of commencement of the session;
3. The Agenda;
4. The full names of the Chairperson of the Assembly, the keeper of the minutes and the committee members;
5. The quorum for holding the session;
6. A summary of the deliberations on each item on the Agenda;
7. The voting procedure and results on each item on the Agenda, including the decision made, the number of votes cast, the number of valid ballots, the number of votes in favor and against, and the number of abstentions;
8. Any questions posed by shareholders and the answers provided thereto, in accordance with the law, and objections of any dissenting shareholders;
9. The declarations of the Chairperson concerning the decisions made;
10. Any separate opinions of shareholders;
11. Any other important events;
12. The time of closing of the session.

Each resolution passed shall be entered in the minutes.

The list of persons who participated in the proceedings and evidence of the proper convening of the session shall be an integral part of the minutes of the respective session of the Assembly.

Article 39

The minutes of any session of the Assembly shall be compiled not later than 8 (eight) days following the date of the session and shall be signed by the Chairperson, the keeper of the minutes, and all members of the Voting Committee.

If shorthand notes are made or the proceedings of any session recorded using recording devices, such materials shall be an integral part of the minutes.

The Company shall post the signed minutes on its website within 3 (three) days of their preparation.

The minutes of every session of the Assembly, including any and all appendices thereto, shall be archived by the Company.

VIII. SECONDARY BODIES

Article 40

Any secondary bodies of the Assembly shall assist the Assembly in its proceedings.

Such secondary bodies shall be set up under a resolution of the Assembly which shall define the duties and tasks of the secondary bodies, provided that the Assembly shall not delegate its decision-making powers to any secondary body.



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IX. MISCELLANEOUS

Article 41

Any amendment of these Rules of Procedure shall be implemented in the manner prescribed for their adoption.

Article 42

Upon the entry into force of these Rules of Procedure, the Rules of Procedure of the Shareholders' Assembly of the Joint-Stock Company Tigar, document reference 55500.60104.A dated 27 October 2005, shall become null and void.

Article 43

These Rules of Procedure enter into force on the date they are adopted.

Version	Date of adoption	Amendmend dates				
02	2005-10-27	2012-06-20				