

**Standards of Communication with Counterparties in the
Course of Corporate Action Events for Russian Securities**

NSD's Customer Committee for Registrar and Depository Relations

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1. General Provisions

1.1. These Standards of Communication with Counterparties in the Course of Corporate Action Events for Russian Securities (the "Standards") clarify steps to be taken by securities registrars acting under relevant licences and by NSD's depositors (securities holders), with a view of improving the technology of exercising the rights attached to Russian securities in the course of corporate action events.

1.2. These Standards shall apply to the following corporate action events:

- Participation in and voting at a General Meeting of securities holders;
- Preemptive right to purchase shares under Article 40-41 of the Federal Law "On Joint-Stock Companies" (PRIO CA);
- Acquisition of shares by the issuing company under Article 72 of the Federal Law "On Joint-Stock Companies" (BIDS CA under Article 72);
- Share repurchase by the issuing company under Article 75-76 of the Federal Law "On Joint-Stock Companies" (BIDS CA under Article 75);
- Voluntary tender offer to purchase shares under Article 84.1 of the Federal Law "On Joint-Stock Companies" (TEND CA under Article 84.1);
- Mandatory tender offer to purchase shares under Article 84.2 of the Federal Law "On Joint-Stock Companies" (TEND CA under Article 84.2);
- Mandatory purchase of shares from minority shareholders under Article 84.8 of the Federal Law "On Joint-Stock Companies" (TEND CA under Article 84.8);
- Redemption of bonds at the request of holders under Article 17.1 of Federal Law No. 39-FZ "On the Securities Market" dated 22 April 1996 (BPUT CA);
- Repurchase of bonds by the issuer at the request of holders under Article 17.2 of Federal Law No. 39-FZ "On the Securities Market" dated 22 April 1996 (BPUT CA);
- Repurchase of bonds by the issuer upon agreement with holders under Article 17.2 of Federal Law No. 39-FZ "On the Securities Market" dated 22 April 1996 (BPUT CA);
- Proposing matters to the agenda of a General Meeting of securities holders;
- Nomination of candidates to management or other bodies of the issuer (joint-stock company), or nomination of a representative of bondholders;
- Requesting the convocation (holding) of a General Meeting of securities holders.

1.3. The terms used in these Standards shall have the meanings given to them in the Rules of Interaction with NSD in the Course of Corporate Information Sharing, Corporate Actions Processing and Other Transactions.

1.4. These Standards shall be of advisory nature.

2. Conduct of a Corporate Action by the Registrar

2.1. Requirements to a Corporate Action Notification (a "CA Notification"):

- Information in additional materials and information in a structured form shall match.

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- In a structured form, it is recommended to specify, to the fullest extent possible, the parameters applicable to the particular type of corporate action ("CA").
- In a structured form, it is not permitted to specify any parameters not applicable to the particular CA type.
- Textfields shall not contain any characters impermissible for ISO 15022 format. Only the following special characters shall be permissible: blank space . , - () / ' + : ? “ carriage return/line feed (CrLf).
- For such CAs as PRIO, BIDS under Article 75, and TEND under Article 84.8, in a CA Notification (structured form), it shall be required to specify the applicable record date.
- For such CAs as Tend under Articles 84.1 or 84.2, BIDS under Article 72, and BPUT, it shall not be permissible to specify a record date in a structured form.
- Where any discrepancies are identified, or where any required information available in any additional materials is missing in the structured form, it shall be required to make necessary changes in the CA Notification and to submit updated information to NSD as soon as practically possible. Where no updated information is submitted to NSD in a timely fashion, NSD will send to the depositors (securities holders) the information initially submitted by the Registrar.
- It is recommended to provide information as to who is liable to pay the Registrar's fees and taxes in the 'Additional Information' field, rather than providing such information only in documents accompanying the CA Notification.
- Where the state registration number of the securities issue being offered matches the state registration number of any existing securities issue, the CA Notification (for a PRIO CA), in the field intended for description of the securities being offered, shall contain the same information as contained in the field describing the existing securities.

2.2. When sending information from a voting ballot (resolution):

If the wording of a resolution on an agenda matter of the General Meeting exceeds 1,025 characters, do not arbitrarily reduce the text to 1,025 characters or less. Instead, it is recommended that the text be reduced to contain a logically complete phrase or to the first full stop, with the number of characters not exceeding 1,025. Alternatively, instead of the resolution text, a link to a file(s) may be provided which contain(s) the full wording of the resolution. In this case, the name of the file for each resolution wording shall be as follows: "Resolution "Resolution Number". E.g., Resolution 2.1.pdf. File names shall not contain any characters impermissible for ISO 15022 format.

- The resolution wording may contain the following text: The full text is available in '*file name*'. The choice is for the Registrar to make.

2.3. When sending a status acknowledging acceptance of a Meeting Instruction

The Registrar shall send to NSD the following Instruction acknowledgment statuses:

- PACK – The Instruction has been accepted and acknowledged for further processing (the Instruction has successfully passed initial checks for compliance with the key format requirements);
- COMP – Processing has been completed (the instructing person has been put on the list of persons authorized to exercise the rights attached to the securities).

Where the time difference between the generation of the PACK status message and the COMP status message is minor, as per the Registrar's process, it shall be allowed to send a COMP status message only.

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2.4. When sending an Instruction rejection status:

- To notify that an Instruction has been rejected to the extent of the voting option only, the Registrar shall send a status with code E064: "The message regarding the voting of the person exercising the rights attached to the securities has been rejected. The Instruction regarding the person exercising the rights attached to the securities has been accepted." In this case, the person will still be put on the list.

2.5. When sending a CA Instruction status

- The positive status shall be used to notify of the acceptance of the CA Instruction, rather than of a decision taken on the CA Instruction. The decision taken on the CA Instruction may be additionally provided in the <AddtlTxt> field.
- The negative status shall be used to confirm that the CA Instruction has been rejected and/or that no decision has been taken on the CA Instruction.

2.6. PRIO CA:

- For a PRIO CA, the Registrar shall send a Corporate Action Movement Preliminary Advice (CAPAR).

2.7. When sending a message regarding the convocation of a meeting in the form of absentee voting

- To indicate the time for a meeting to be held in the form of absentee voting, technical time (00:00 or 23:59) shall be used, without the need to indicate Moscow time as required by the Specifications of Electronic Documents Used by NSD for Corporate Actions Processing. The deadline (date and time) for submission of voting ballots shall be notified using Moscow time and shall be determined by the issuer.

3. Preparation of a Corporate Action Instruction by NSD's Depositors

3.1. Where the securities depository has on file registration data of the relevant Russian person exercising the rights attached to the securities, the following details shall be provided in a CA Instruction to be given to the securities depository:

- For an individual: Passport details (series and number of the passport). The passport series shall precede the passport number. The passport series shall be separated from the passport number by a blank space. The passport number shall not contain any special characters, such as: №, #, etc.
- The document code (CCPT - individual's passport) shall be specified both for Russian residents and non-Russian residents.
- Where the USSR citizen passport is to be used, the passport series shall comprise Roman numerals.
- Where 'OTHR' is specified as the document type for a Russian resident, it is advisable to additionally provide the Taxpayer Identification Number (INN) or the Insurance Number of Individual Account (SNILS).
- INN is not an ID document and may only be used as an additional identifier.
- For a Russian legal entity: Principal State Registration Number (OGRN) or LEI.
- OGRN is the principal identification code for a Russian legal entity. A LEI may only be used as an additional identifier.
- For a foreign legal entity: Either LEI, or the registration number assigned to the legal entity in the trade register or in any other register of the relevant foreign jurisdiction.

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- For a foreign organization having no separate legal personality under the laws of the jurisdiction where it is established: any registration details in accordance with the laws of that jurisdiction.
- Where the registration details are either unknown or non-existing, the registration details field shall be omitted. In this case, only corporate name/individual's name, address, and country shall be specified.
- As the address of the person exercising the rights attached to the securities, it shall be required to specify such person's registered address.
- In the address of the person exercising the rights attached to the securities, it shall be permitted to specify XX as the country code, which means that information regarding the country is unknown.
- When giving Instructions for a voluntary CA resulting from a General Meeting, the identification details of the persons exercising the rights attached to the securities shall be the same.

3.2. When making changes to a list of persons entitled to participate in a General Meeting:

- Changes to a list of persons entitled to participate in a General Meeting may be made to correct technical errors made in the course of transmission of information on such persons, or to reflect changes in the identification details of any person put on the list, during the period when Instructions are being collected.
- To remove a person from the list, a replacement Instruction shall be given, which shall indicate a zero balance (the quantity of securities held by that person shall be specified as '0').
- Following the submission of the replacement Instruction indicating a zero balance of securities, it shall not be allowed to give a replacement Instruction containing a reference to the Instruction with the zero balance. It is assumed that any new Instruction will contain information regarding a new person.
- Where it is necessary to make changes in any information specified in an Instruction, a replacement Instruction shall be given. In this case, it shall not be required to give a replacement Instruction indicating a zero balance. The decision to accept/reject a replacement Instruction shall be taken by the Registrar/issuer.

3.3. When filling in a Meeting Instruction:

- In the event of cumulative voting, it is permitted to specify the total number of votes for the general matter and, at the same time, the number of votes given in favour of each candidate. In this case, the Meeting Instruction shall be deemed to have been filled in correctly.
- It is recommended to use the same numbering of resolutions, as used by the Registrar in the Meeting message containing information from the voting ballot. If any discrepancies are discovered, the Registrar may reject the Meeting Instruction.

3.4 When submitting information regarding the quantity of securities:

- It is permitted to specify the quantity of securities owned by the person exercising the rights attached to the securities as a figure with decimal places expressed as zeroes. However, the total number of characters must not exceed 18.

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3.5. When using quotations in the name of a person exercising the rights attached to the securities:

- In an ISO 15022 message, information regarding the person exercising the rights attached to the securities shall be provided by depositors without quotations. In an ISO 15022 message, depositors may provide information using capital letters only. Such information will be accepted by the Registrar.

3.6. PRIO CA:

- For a securities holder to acknowledge that he is not restricted by the laws of his jurisdiction from participating in the particular CA (where such acknowledgment is required by the terms and conditions of such CA for residents of particular countries), the following shall be used:

For ISO 15022 messages:

Field:70E::CETI//narrative in BENODET block. Non-repeated, optional field, max. 350 characters.

For ISO 20022 messages:

Field CorporateActionInstruction/Document/CorpActnInstr/BnfclOwnrDtls/DclrtnDtl. Non-repeated, optional field, max. 350 characters.