***Approved by:***

***General Meeting of Shareholders of JSC «BMKB-AGROMASH»***

***Minutes №\_\_\_***

***of ”13”January 2017,***

***Chairman of meeting***

***\_\_\_\_\_\_\_\_\_\_\_\_\_ ( \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ )***

 ***signature full name***

**REGULATIONS ON THE GENERAL MEETING OF SHAREHOLDERS**

(with changes)

1. **General provisions**

1.1 This regulation defines status and regulates the work of General meeting of shareholders of «ВМКВ-AGROMASH» JSC, procedure of holding meetings and decision-making.

1.2 Regulation was developed in accordance with Law of the Republic of Uzbekistan "On joint-stock companies and protection of shareholders 'rights" and Charter of «ВМКВ-AGROMASH» JSC.

1.3 The Company is obliged to hold an annual General meeting of shareholders.

 The General meeting of shareholders shall be held in person.

1.4 Annual General meeting of shareholders shall be held no later than six months after the end of financial year.

1.5 The annual General meeting of shareholders decides on election of Supervisory Board and Audit Commission of Company, as well as considers distribution of profits and losses of Company, and Company's annual report, approves Company's strategy for the medium and long term, include reports of Supervisory Board, Executive body and Revision Commission of Company on matters within their competence, including observance of legislation requirements for management of Company, and of measures taken to achieve the strategy of Company’s development, other documents.

1.6 General Meetings of shareholders held in addition to annual meeting are extraordinary.

1.7 Date of General meeting of shareholders, form of notification on its holding for shareholders, list of materials (information) provided to shareholders in preparation for General meeting of shareholders shall be determined by Supervisory Board of Company.

1. **Competence of the General meeting of shareholders**
	1. Competence of General meeting of shareholders include:

- amendments and additions to Charter of the Company or approval of Charter of the Company in a new edition;

- reorganization of the Company;

- liquidation of the Company, appointment of liquidator (liquidation Commission) and approval of interim and final liquidation balance sheets;

- determination of number of members of Supervisory Board and Committee of minority shareholders of the Company, election of their members and early termination of their powers;

- determination of maximum size of the declared shares;

- reduction of authorized capital (share capital) of the Company;

- acquisition of own shares;

- approval of the Company's organizational structure;

- election of members of Audit Commission of the Company and early termination of their powers, as well as approval of regulations on Audit Commission;

- approval of annual report, as well as Company's development strategy for the medium and long term, with definition of its specific terms based on the main directions and objectives of Company;

- distribution of profit and loss of the Company;

- approval of rules of General meeting of shareholders;

- splitting and consolidation of shares;

 making decision on making transactions by Company in cases if:

* subject of transaction is property, the book value or the cost of acquisition of which is more than fifty percent of net assets of Company at the date of decision to make such a transaction;

there are two or more members of Supervisory Board affiliated to transaction;

definition of transactions related to the current economic activity of the Company;

making a decision to conduct an annual analysis of compliance of business processes and projects with Company's development goals with involvement of independent professional consulting organizations;

report of Supervisory Board on the results of analysis and evaluation of reliability and effectiveness of internal control system;

disclosure of remuneration and compensation of Executive body;

making a decision on determining the audit organization for mandatory audit, the maximum amount of payment for its services and conclusion (termination) of the contract with it;

 2.2 Decision of General meeting of shareholders on issues, put to the vote, shall be taken by majority of votes of shareholders — owners of voting shares of the Company (by simple majority) taking part in meeting, unless otherwise provided by Law.

2.3 The rights of members of Executive body, acting as representatives of shareholders, when voting on the election of members of Executive body may be limited.

2.4 Decision on the following issues:

 - reorganization of Company;

 - liquidation of the Company, appointment of liquidator (liquidation Commission) and approval of interim and final liquidation balance sheets;

 - determination of maximum size of the declared shares.

 - hearing reports of Supervisory Board and conclusions of audit Commission of the Company on issues within their competence, including compliance with statutory requirements for management of Company;

 Decision making on transactions by Company in cases when:

- unanimity of Company’s Supervisory Board on issue of major transaction has not been achieved, and by decision of Supervisory Board the issue was submitted to General meeting of shareholders;

- decision to make a major transaction, the subject of which is the property, book value or acquisition cost of which is more than fifty percent of net assets of the Company at the date of decision to make such transaction;

- decision to approve a transaction with an affiliate, if two or more members of Supervisory Board of Company are affiliates.

 Adopted by General meeting of shareholders by majority of three-quarters of the votes of shareholders-owners of voting shares participating in the General meeting of shareholders (qualified majority).

2.5 Decision to form or increase the state share in authorized capital of Company at the expense of existing tax and other debts to the state shall be made by General meeting of shareholders by a simple majority of votes of shareholders, subject to consent of shareholders (except the state), owners of at least two-thirds of placed voting shares of Company.

2.6 Issues referred to competence of General meeting of shareholders may not be transferred to Executive body of the Company.

2.7 Issues referred to competence of General meeting of shareholders may not be transferred to decision of Supervisory Board of the Company, except for the following issues:

 increase of authorized capital of the Company, as well as amendments and additions to Charter of the Company;

 determination of price of placing (placing on stock exchange and organized over-the-counter securities market) of shares;

 decisions on issuance of corporate bonds by the Company, including convertible into shares;

 decisions on issuance of derivative securities;

 decision on redemption of the Company's corporate bonds;

 formation of Executive body of the Company, election (appointment) of its head, early termination of his/her powers;

 determination of amount of remuneration and compensation paid to Executive body of the Company;

 approval of the Company's annual business plan.

2.8 The following persons have the right to vote at General meeting of shareholders:

 shareholders-owners of ordinary shares of the Company;

 shareholders - owners of the Company's preferred shares in cases stipulated by Legislation.

2.9 Voting can be held either directly after discussion of each specific item on agenda or immediately on a number of issues using ballot boxes and is determined by the meeting (approved by rules).

2.10 For shareholders who can not personally participate in the General meeting of shareholders, create the opportunity and conditions for voting by e-mail (with confirmation of electronic digital signature), as well as by delegating their powers to a representative or holding a General meeting in video conferencing.

2.11 For shareholders, including minority shareholders, provide the opportunity to conclude shareholder agreements to form their joint position in the voting.

1. **THE RIGHT TO PARTICIPATE AT GENERAL MEETING.**

**REGISTRATION SHAREHOLDERS AND THEIR AUTHORIZED REPRESENTATIVES**

3.1 Shareholders registered in register of shareholders of the Company formed three working days before the date of General meeting of shareholders have the right to participate at General meeting of shareholders.

3.2 The announcement of General meeting of shareholders shall be published on Single corporate information portal, official website of the Company, in mass media, and sent to shareholders by e-mail not later than twenty-one days, but not earlier than thirty days before the date of General meeting of shareholders.

3.3 The Company is obliged to notify the representative of state in writing not later than seven days before the date of General meeting of shareholders (Appendix № 3).

3.4 Register of shareholders contains name of each shareholder, his/her address (location), e-mail address, data on number and type of shares owned by him/her and serves as the basis for resolving conflicts.

 Representative of state is included in shareholders register of the Central Depository on the basis of written notification to State Committee of the Republic of Uzbekistan for promotion of privatized enterprises and development of competition with its decision on his appointment.

3.5 Participation of shareholder at General Meeting of shareholders, receiving dividends and exercising other rights provided by legislation during the Company's corporate actions are carried out on the basis of register of shareholders of the Company.

3.6 It is not allowed to make changes and additions to the register of shareholders of Company, except for the case of restoration of violated rights of persons not included in the specified register on the date of its formation, or correction of errors made during its formation.

3.7 Any shareholder shall have the right to attend the General Meeting of Shareholders personally or through its representative. Representative of the state shall have the right to participate in General meeting of shareholders by him personally.

Shareholder may at any time replace his representative at the General meeting of shareholders or personally take part in it.

3.8 Shareholder's representative at the General meeting of shareholders acts on the basis of power of attorney drawn up in writing. The power of attorney to vote must contain information of the represented person and representatives (name, place of residence or location, passport data). The power of attorney to vote on behalf of individual must be notarized. The power of attorney to vote on behalf of legal entity is issued with signature of his/her head with seal of the legal entity (if there is a seal).

3.9 If the share of Company is jointly owned by several persons, the power to vote at General meeting of shareholders are exercised at their discretion by one of participants of common share property or their common representative. The powers of each of these persons shall be duly executed.

3.10 Shareholders included in register of shareholders entitled to participate in General meeting, their authorized representatives have the right to attend the General meeting, and participation in meeting of members of Supervisory Board, members of Audit Commission, General Director, as well as a representative of the audit organization is ensured.

3.11 To participate at the General meeting, shareholders and their authorized representatives must be registered at the place and time specified in the notice of meeting.

3.12 Registration of shareholders, individuals who have arrived to participate in the General meeting, is carried out upon presentation of a passport or other document proving the identity of shareholder.

3.13 Head of the legal entity-shareholder of Company exercises his/her powers at General meeting on the basis of legal act on appointment to position and identity document.

3.14 Registration of shareholders is conducted in accordance with registration list of shareholders entitled to participate at the General meeting, drawn up in the form according to Annex 1.

3.15 Registration list shall be reset, numbered, stitched and sealed by the Company.

3.16 During the General meeting, shareholders (their representatives) shall sign the registration list and receive a set of ballots (Annex No. 2) for voting indicating the number of voting shares of each shareholder determined by register of shareholders entitled to participate in General meeting of shareholders.

If a meeting participant makes a power of attorney on representation of interests of one or several shareholders, he receives the ballot submitted to shareholder (shareholders), and in registration list opposite the name of represented shareholder, is a note: "power of attorney № \_ \_ \_ of "\_\_\_" by \_\_\_\_\_\_\_ (number) of voting shares," and surname, name, patronymic of representative

**IV. PREPARATION FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

4.1 At preparation for the General meeting of shareholders, Supervisory Board of the Company shall determine:

 date, time and place of the General meeting;

 agenda of the General meeting;

 date of formation of register of Company’s shareholders for notification of General Meeting of shareholders;

 date of formation of register of Company’s shareholders for conducting of General Meeting;

 procedure for informing shareholders and state representative of the General meeting;

 list of information (materials) provided to shareholders and state representatives in making preparation of General Meeting;

 form and text of the ballot paper;

 nomination of candidates for election of working bodies, creation of accounting Commission approved by the General meeting of shareholders.

 It is not allowed to include wording that does not contain formulation of specific issue (including "miscellaneous", "other", "other", etc.) in agenda of General meeting of shareholders.

4.2 The date of General meeting of shareholders may not be set less than ten or more than thirty days from the date of decision to hold it.

4.3 Proposals to agenda of General meeting of shareholders of the Company (in the form specified in Annex No. 4) shall be sent by shareholders of the Company, who own at least one percent of the voting shares, by March 5.

These shareholders have the right to put issues on agenda of annual General meeting of shareholders and nominate Companies, the number of which cannot exceed the number of members of this body.

In case of impossibility of previously nominated candidates to exercise membership in Supervisory Board and Audit Commission, the shareholders (shareholder) may amend the list of nominated candidates and consider it at the meeting of Supervisory Board to prepare the agenda of General meeting of shareholders, but not later than three working days from the date of publication of announcement of annual General meeting of shareholders.

4.4 Issue shall be submitted to agenda of General meeting of shareholders in writing indicating the reasons for its formulation, name of shareholders (shareholder) making the issue, number and type of shares owned by them.

4.5 Written statement addressed to Supervisory Board should state the exact wording of proposed issues.

Date of application is determined by date of mailing or by date of its delivery to Company.

4.6 In making suggestions on nomination of candidates to Supervisory Board and Audit Commission of Company, including self-nomination shall include candidate's name, number and kind of shares (if candidate is a shareholder of Company), as well as names of shareholders nominating the candidate, number and type of shares owned by them.

4.7 In the election to elected governing bodies, it is not allowed to combine activities of members of Supervisory Board and Audit Commission with their employment in Company.

4.8 Supervisory Board of the Company shall consider any received suggestions and decide on their introduction to the agenda of General meeting of shareholders or refusal thereof within after the deadline specified in Clause 4.3. hereof.

4.9 The issue submitted by shareholder (s) shall be included in agenda of General meeting of shareholders as well as nominated candidates shall be included in the list of candidates for voting on elections to Supervisory Board and Audit Commission of the Company, except for the cases when:

 shareholder (s) are not complied with the term specified in clause 4.3of this regulation;

 shareholder (s) are not owners of at least 1% of voting shares of the Company;

 data on candidates for elected bodies of the Company are incomplete;

 offers do not meet the requirements of legislation and this Provision.

4.10 The motivated decision of Supervisory Board on refusal to include the issue into the agenda of the General Shareholders’ Meeting, or include the candidate into the candidate list for voting on elections to the Supervisory Board and Audit Commission of Company, shall be sent to shareholders (shareholder), who proposed the issue to agenda or a candidate, not later than 3 days after such decision was made.

4.11 Decision of Supervisory Board on refusal to include the issue into the agenda of the General Shareholders’ Meeting, or include the candidate into the candidate list for voting on elections to the Supervisory Board and Audit Commission of Company can be appealed to the Court.

4.12 Shareholder is obliged to inform the Depositary rendering services on accounting of the rights to its shares on changes of data in due time. Central Securities Depository and Depositary providing services for accounting and certification of rights to shares shall not be liable for losses suffered by a shareholder due to the failure of the latter to notify the Central Securities Depository and Depositary on of any changes in his/her details.

4.13 At the same time, the Company shall not be liable if such a change has not been notified and the shareholder has not received notification by e-mail.

4.14 When requested by a shareholder the Company is obliged to provide him/her with information (free of charge) on his/her inclusion in the register of shareholders entitled to participate in the General meeting of shareholders.

To information (materials) to be provided to shareholders and representative of state in preparation for General meeting of shareholders include the annual report, conclusion of revision Commission of Company and audit organization on the audit of annual financial-economic activities of Company, as well as information about candidates to members of Supervisory Board and Audit Commission, draft changes and amendments to Company Charter or a draft Company's Charter in new wording, position of Supervisory Board on the agenda of the General meeting.

List of additional information (materials) required to be provided to shareholders and representatives of the state in preparation for General meeting of shareholders may be established by the authorized state body for regulation of securities market.

4.15 The notice of General meeting of shareholders shall contain:

 name, location (postal address) and e-mail address of the Company;

 date, time and place of the General meeting;

 date of formation of register of shareholders of the Company;

 issues included in agenda of General meeting;

Procedure for familiarization of shareholders and representatives of state with information (materials) to be provided to shareholders and representatives of state in preparation for General meeting.

4.16 The company is obliged to inform shareholders about their right to demand redemption of their shares by the Company, price and procedure for redemption.

4.17 Message to shareholders on holding a General shareholders ' meeting, including agenda the issues the voting on which may, in accordance with Company Charter lead to emergence of the right to demand repurchase of shares (reorganization of companies, consolidation of placed shares, major transaction, changes and additions to Charter or approval of Company Charter in new wording restricting the rights of shareholders) must contain information about the price and procedure of redemption.

4.18 List of additional information (materials) required to be provided to shareholders and representatives of state in preparation for General meeting of shareholders may be established by the authorized state body for regulation of securities market.

4.19 Voting at General meeting of shareholders of the Company on agenda is carried out only by ballots.

4.20 Form and text of ballot shall be approved by Supervisory Board of the Company, except for cases when an extraordinary General meeting of shareholders is convened by a non-Supervisory Board of the Company. The voting ballot shall be issued to shareholder (his / her representative) registered for participation in the General meeting of shareholders.

4.21 Ballot shall contain: full company name, date, time and venue of the General meeting of shareholders, the wording of each issue put to vote and sequence of its consideration, options of voting on each issue put to vote expressed by formulations "for", "against" or "abstain" (with the exception of cumulative voting, in which the question put to voting, expressed by words "for"), an indication that the voting ballot shall be signed by shareholder.

4.22 In the case of cumulative voting, the ballot shall be issued separately and shall contain: full name of the Company; date and time of the General meeting of shareholders; information about the candidates with their surnames, names and patronymics, on which issue of the agenda the vote is held; an indication that the ballot should be signed by shareholder; a column indicating the number of votes to be cast for candidate.

At cumulative voting number of votes belonging to each shareholder is multiplied by number of persons to be elected to Supervisory Board of Company and shareholder is entitled to give thus received votes completely for one candidate or distribute them among several candidates.

4.23 In case of vote on election of member of Supervisory Board or Audit Commission of Company, the ballot shall contain information about the candidate indicating his / her surname, first name and patronymic.

4.24 A person who took part in the General meeting of shareholders of the Company shall be given the opportunity to make a copy of ballot filled by him / her at the expense of such a person.

1. **PREPARATIONS FOR EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

5.1 The extraordinary General meeting of shareholders is held by decision of Supervisory Board of the Company on the basis of its own initiative, a written request of Audit Commission, as well as shareholders - owners of at least five percent of voting shares of the Company on date of a written request (in accordance with Annex No. 5).

5.2 Convening of an extraordinary General meeting of shareholders upon the written request of Audit Commission of Company or shareholder (shareholders) being the owner not less than five percent of voting shares, is carried out by Supervisory Board not later than thirty days from the date of submission of written request on holding the extraordinary General meeting of shareholders.

5.3 Requirement to hold an extraordinary General meeting of shareholders shall specify issues to be included in agenda of meeting, indicating the reasons for their inclusion.

5.4 Supervisory Board of Company shall not have the right to amend the wording of issues in agenda of the extraordinary General meeting of shareholders convened at the request of Audit Commission of the Company, or shareholder (s) who owns at least five percent of the voting shares of the Company.

At the same time agenda of the extraordinary General meeting convened in accordance with submitted Plenipotentiary requirement may be expanded by additional issues by decision of Supervisory Board.

5.5 In case of inclusion in agenda of extraordinary General meeting of shareholders of issue of election of members of management and control bodies, the rights to nominate candidates have shareholders owning in total not less than 1% of the voting shares of the Company.

5.6 During the extraordinary General meeting of shareholders the following terms and procedure for nomination of candidates to elected bodies of the Company are established:

 - the term of nomination of candidates (deadline for applications) to elected bodies of the Company for election at extraordinary General meeting of shareholders may not be less than 5 days before the date of meeting appointed by Supervisory Board;

 - information on timing of nomination of candidates is included in text of notice of extraordinary General meeting of shareholders.

5.7 The reasoned decision of Supervisory Board of Company on refusal in inclusion of issue in the agenda of extraordinary General meeting of shareholders or candidate into the list of candidatures for voting on elections to Supervisory Board and Audit Commission (auditor) of Company is sent to shareholders (shareholder) who introduced the issue or presented the offer, not later than three working days from the date of its adoption.

Decision of Supervisory Board of the Company to refuse to include an issue in the agenda of General meeting of shareholders or candidate in the list of candidates for voting for elections to Supervisory Board and Audit Commission of Company may be appealed to the Court.

5.8 If the requirement to convene an extraordinary General meeting of shareholders comes from shareholder (shareholders), it must contain name of the shareholder (shareholders) requiring the convening of meeting, indicating the number, type (type) of shares belonging to him.

5.9 Requirement to convene an extraordinary General meeting of shareholders shall be signed by person (s) demanding the convening of an extraordinary General meeting of shareholders.

5.10 Within **ten days** from the date of demand of Audit Commission of Company or shareholder (shareholders) being the owner not less than five percent of voting shares, about convocation of extraordinary General meeting of shareholders the Supervisory Board of Company must be decided on convocation of an extraordinary General meeting of shareholders or on refusal of its convocation.

5.11 Decision to refuse to convene an extraordinary General meeting of shareholders at the request of Audit Commission of Company or shareholder (s), who is owner of at least five percent of voting shares of Company, may be taken in cases if:

 - shareholder (s) requiring the convening of an extraordinary General meeting of shareholders is not the owner of 5 % of voting shares of Company as of the date of claim;

 - none of the issues proposed for inclusion in agenda is within the competence of the General meeting of shareholders;

 - question proposed for inclusion in agenda does not meet the requirements of legislation.

5.12 Decision of Supervisory Board of the Company to convene an extraordinary General meeting of shareholders or reasoned decision to refuse from its convocation shall be sent to persons requiring its convening no later than three working days from the date of its adoption.

5.13 Decision of Supervisory Board of the Company about refusal of convocation of extraordinary General meeting of shareholders can be appealed in court.

5.14 If within 10 days the Supervisory Board of the Company has not made a decision to convene an extraordinary General meeting of shareholders or a decision to refuse from its convocation, the extraordinary General meeting of shareholders may be convened by persons requiring its convening.

In this case, the costs of preparation for General meeting of shareholders may be reimbursed by decision of the General meeting of shareholders at the expense of Company.

1. **THE QUORUM OF GENERAL MEETING**

6.1 After expiration of time allocated for registration, its results are summarized, which are issued by Protocol.

6.2 General meeting of shareholders is entitled (has a quorum), if at the end of registration for participation in General meeting registered shareholders (their representatives), possessing in total more than fifty percent of the placed voting shares of Company.

6.3 If within more than 60 minutes after the meeting has started, the quorum has not yet been collected, the date of repeated General meeting of shareholders shall be announced. Changing the agenda during the repeated General meeting of shareholders is not allowed.

6.4 Repeated General meeting is authorized if at the end of registration of meeting participants- shareholders, (their representatives) owning more than forty percent of votes of placed voting shares of the Company were registered in it.

6.5 Announcement of re-General meeting of shareholders shall be published on the official website of Company, in mass media, and sent to shareholders by e-mail not later than seven days, but not earlier than thirty days before the date of General meeting of shareholders. The representative of state shall be notified in writing not later than seven days before the date of the meeting of shareholders.

6.6 If the date of General meeting of shareholders is postponed due to absence of a quorum for less than **twenty days**, shareholders entitled to participate in the General meeting shall be determined in accordance with register of shareholders entitled to participate in failed General meeting.

1. **PROCESS OF THE GENERAL MEETING AND**

**WORKING BODIES OF THE GENERAL MEETING**

7.1 The process of the General meeting includes:

 - registration of participants of the meeting;

 - determination of quorum;

 - approval of regulations;

 - discussion of issues on the agenda;

 - decision-making on issues included in the agenda (voting);

 - closing the meeting.

7.2 The working bodies of meeting, the quantitative and personal composition of which is proposed by Supervisory Board and any shareholder, are:

 - counting Commission and Chairman;

 - Presidium.

7.3 When registering, the meeting participant must:

 - present a passport or other ID to identify him / her personalities;

 - obtain ballots for voting;

 - certify the fact of their receipt by his/her signature in registration list.

7.4 Each participant of the meeting is given information materials according to decision of Supervisory Board.

7.5 The meeting is conducted strictly in accordance with decisions of General meeting of shareholders, fixed in resolutions of meeting, rules and announced agenda. Speeches of the participants of the meeting should not contradict the announced agenda.

7.6 When approving the regulations, the meeting may consider it article by article, taking into account specific formulations.

7.7 General meeting of shareholders is chaired by Chairman of Supervisory Board of the Company, and in case of his absence for valid reasons — one of the members of Supervisory Board of the Company.

Powers of Chairman of General meeting of shareholders include the authorization of audio and video recording and broadcasting of General meeting of shareholders on Internet.

7.8 The presiding officer shall have the authority to conduct the meeting and shall hold it in strict accordance with announced agenda. The Chairman may appoint a meeting leader from the members of Supervisory Board.

7.9 The Chairman of the General meeting of shareholders heads the Presidium of the meeting, provides meeting management and has all the powers necessary for the proper performance of his/her duties.

7.10 The Chairman of General meeting leads the meeting and coordinates the activities of working bodies of General meeting, determines the order of discussion of issues, time limits of presentations, gives explanations on meeting and voting management, controls the presence of order in the hall.

7.11 Chairman and Secretary of the General meeting shall sign the minutes of General meeting.

7.12 For counting of votes, registration of shareholders for participation at General meeting of shareholders and issuance of voting ballots, the Supervisory Board of Company creates a Counting Commission, the quantitative and personal composition of which is approved by General meeting of shareholders.

7.13 There cannot be less than three members of the Accounting Commission. The accounting Commission may not include members of Supervisory Board of the Company, members of Audit Commission of the Company, Director of the Company, as well as persons nominated for these positions.

7.14 Voting at General meeting of shareholders shall be carried out on principle of "one voting share of the company - one vote" except for the cases of cumulative voting on election of members of Supervisory Board of the Company.

7.15 When voting, votes are counted on those issues on which only one of the possible voting options is left to voters. Voting ballots filled in in violation of this requirement shall be deemed invalid and votes on the issues contained therein shall not be counted.

If the ballot paper contains several questions put to the vote, is filled with a violation in respect of one or more questions, this does not entail the recognition of ballot paper invalid as a whole.

7.16 Counting of votes is carried out by counting Commission in presence of all observers and representatives of shareholders.

7.17 Counts:

 - total number of votes (shares) of registered participants of the meeting;

 - number of votes cast in ballots;

 - number of invalid votes in the ballots;

 - number of votes in ballots recognized as valid;

 - number of valid votes cast “for” and “against” and abstained on each issue to be resolved.

7.18 To count votes, register shareholders for participation in the General meeting of shareholders, as well as issue voting ballots, the Supervisory Board of the Company creates a Counting Commission, quantitative and personal composition of which is approved by the General meeting of shareholders.

7.19 Counting Commission is an independent working body of the meeting.

7.20 Counting Commission:

 - shall determine the quorum of General meeting of shareholders;

 - clarifies the procedure for voting;

 - ensures the established voting procedure and the right of shareholders to participate in voting;

 - counts the votes and sums up the voting results;

 - draws up a Protocol on the results of voting;

 - sends voting ballots to the archive.

7.21 Independent experts (for example, investment Advisor and other professional participants of securities market) may be involved to provide practical assistance to Accounting Commission or perform its functions.

7.22 Person who took part in the General meeting of shareholders of the Company shall be given the opportunity to receive a copy of ballot filled out by him taking into account the cost of making copies of document.

1. **PROCEDURE OF HOLDING THE GENERAL MEETING OF SHAREHOLDERS**

8.1 Procedure for conducting (regulations) of General meeting of shareholders shall be approved in accordance with this Regulation at each General meeting of shareholders.

8.2 Chairman of Supervisory Board proposes to approve the composition of Counting Commission and its Chairman, to approve the composition of Presidium, Chairman and Secretary of General meeting.

8.3 Procedure for conducting the General meeting provides for the beginning and expected end of the meeting, duration of speeches and breaks, sequence of agenda items, names and positions of speakers on the agenda, procedure for voting and announcement of its results.

8.4 Current issues arising during the meeting, the Chairman decides alone, based on the main principle - right to speak at the General meeting of shareholders on the issue under discussion, each participant can use within the allotted time.

8.5 Those who wish to participate in discussion of agenda items shall submit a written application to Secretary of the General meeting indicating the issue for discussion.

8.6 After discussing all the issues on agenda, the Chairman declares the General meeting of shareholders closed.

1. **MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

9.1 Minutes of the General meeting of shareholders shall specify:

 - date, time and place of the General meeting of shareholders;

 - total number of votes held by shareholders-owners of voting shares of the Company;

 - number of votes held by shareholders participating in the General meeting;

 - Chairman (Presidium) and Secretary of the General meeting, agenda of the meeting.

The minutes of the General meeting of shareholders must contain the main provisions of speeches, issues put to the vote, and results of voting on them, decisions taken by the meeting.

9.2 Minutes of the General meeting of shareholders shall be drawn up in two copies not later than ten days after closing of General meeting of shareholders. Both copies shall be signed by Chairman and Secretary of the General meeting.

9.3 Following the results of voting, the Counting Commission shall draw up a Protocol on the results of voting, including information on quorum of General meeting of shareholders, signed by the members of Counting Commission.

9.4 After drawing up the Protocol on the results of voting and signing the Protocol of General meeting of shareholders, voting ballots are sealed by Accounting Commission and deposited in departmental archive of the Company for storage.

Protocol on the voting results shall be attached to the minutes of General meeting of shareholders.

9.5 Results of voting shall be announced at the General meeting of shareholders, as well as brought to attention of shareholders after closing of the General meeting of shareholders by publishing a report on the results of voting.

1. **IMPLEMENTATION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

10.1 Supervisory Board of the Company exercises control over the implementation of decisions of the General meeting of shareholders.

10.2 Decisions of the General meeting of shareholders are mandatory for all shareholders both present and absent at the General meeting, in the part concerning them.

10.3 General meeting of shareholders has the right to establish measures of responsibility to officials of JSC for non-compliance with recommendations of Code or undisclosed information provided by Code.

Annex № 1

**Registration list of the next General meeting of shareholders of**

 **«ВМКВ-AGROMASH» JSC**

 **conducted on “\_\_\_\_\_\_” \_\_\_\_\_\_\_\_\_\_\_ 20….**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| № | Full name | Passport data | №personal account | Number of common shares | Number of preferred shares | % of share voice | By proxy | Signature |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |

|  |  |  |
| --- | --- | --- |
| Total present shareholders | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | people |
| Having | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | votes |
| That is | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | % |
|  |  |  |
| Quorum | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |  |

Annex № 2

**BULLETIN № \***

of shareholder of «ВМКВ-AGROMASH» JSC

holding \_\_\_\_\_\_\_\_\_\_\_\_\_ voting shares for voting at annual (extraordinary) General meeting of shareholders

conducted on “\_\_\_\_\_\_” \_\_\_\_\_\_\_\_\_\_\_ 20….

Number of votes:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| № | Matter on the agenda | For  | Against  | Abstaining |
| 1 |  |  |  |  |
| 2 |  |  |  |  |
| 3 |  |  |  |  |
| 4 |  |  |  |  |
| 5 |  |  |  |  |
| 6 |  |  |  |  |
| … |  |  |  |  |

Surname, initials \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Signature

\* Specify the number of shareholder on Registration list.

**BULLETIN № \***

of shareholder of «ВМКВ-AGROMASH» JSC

holding \_\_\_\_\_\_\_\_\_\_\_\_\_ voting shares for voting at annual (extraordinary) General meeting of shareholders

conducted on “\_\_\_\_\_\_” \_\_\_\_\_\_\_\_\_\_\_ 20….

Number of votes in cumulative voting to the Supervisory Board:

|  |  |  |
| --- | --- | --- |
| № | Matter on the agenda | Number of votes |
|  | Election of new members to the Supervisory Board |  |
| 1 |  |  |
| 2 |  |  |
| 3 |  |  |
| 4 |  |  |
| 5 |  |  |
| 6 |  |  |
| 7 |  |  |

Annex № 3

**NOTIFICATION**

Dear Mr/Mrs\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 “BMKB-AGROMASH” JSC located at\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

telephone number\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, informs You that «\_\_\_\_»\_\_\_\_\_\_\_\_\_\_\_\_\_ 200\_\_ at \_\_\_\_\_\_\_hours at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_the annual (extraordinary) meeting of shareholders of our joint-stock company will be held

The list of shareholders entitled to participate at the General meeting of shareholders will be compiled on \_\_\_\_\_\_\_\_\_\_\_\_\_20….

The agenda includes the following items:

**1.**

**2.**

**3.**

During General meeting of shareholders you will be able to read the following materials of General meeting of shareholders:

**1.**

**2.**

**3.**

Please bring your passport or other ID.

The Supervisory Board of “BMKB-AGROMASH” JSC.

Annex № 4

“BMKB-AGROMASH” JSC

**The shareholder proposal of Mr./Mrs**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**on introducing issues on the agenda of General meeting of shareholders**

Content of requirement (wording of the proposal).

Total number of shares\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

including the number of voting shares \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (not less than 1 % of the total number of voting shares of JSC).

(Name of organization)

**Full name**

(signature, date )

Annex № 5

**Shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_’s request**

 **to convene an extraordinary General Meeting of shareholders of the Company.**

Content of the claim (formulation of reason for convening an extraordinary meeting of shareholders).

Total number of shares\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

including the number of voting shares \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (not less than 1 % of the total number of voting shares of JSC).

(Name of organization)

**Full name**

(signature, date )