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*Minsk Region Executive Committee*  
*State Registration*  
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   *Baran O.A.*

APPROVED  
Resolution of the general meeting of  
JSC "Belaruskali" shareholders

31.03.2011 №119

CHARTER  
of the open Joint Stock Company  
"Belaruskali"  
(new edition)

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## CHAPTER 1. GENERAL PROVISIONS

1. The present edition of the charter is a new edition of the charter of Open joint stock company "Belaruskali" (further - the Company), set up on the basis of order of the State committee on property dated August, 27th, 2010 № 281 by transforming the republican unitary enterprise "Production association "Belaruskali" according to the legislation of the Republic of Belarus on privatization of state-owned property and registered by the Minsk region executive committee on September, 27th, 2010.

The Company is the successor of the rights and obligations of the named republican unitary enterprise according to the transfer act, except for the rights and obligations which cannot belong to the Company.

2. The Company is the commercial organization, it has the isolated property, independent balance, seal, it bears independent responsibility under its obligations, can acquire and perform on its own behalf the property and personal non-property rights, fulfill obligations, be the plaintiff and the defendant in court of law.

The Company has the right to have stamps, blank forms with its name, own emblem, a trade mark (service mark), to perform foreign trade activities according to the legislation, to open in accordance with the established order the current (settlement) and other accounts in banks.

3. The company name:

In Russian:

full: открытое акционерное общество "Беларуськалий",

abbreviated: ОАО "Беларуськалий";

In Belarus language:

full: Адкрытае акцыянернае таварыства "Беларуськалій",

abbreviated: ААТ "Беларуськалій";

In English:

full: Joint-stock company "Belaruskali",

abbreviated: JSC "Belaruskali".

4. The Company location: 223710, Republic of Belarus, Minsk region, city of Soligorsk, 5 Korzh Street.

The mailing address: 223710, Republic of Belarus, Minsk region, city of Soligorsk, 5 Korzh Street, tel /fax (0174) 23 71 65.

5. A main objective of activity of the Company is profit-making.

6. The Company performs following principal types of activity according to the Nation-wide qualifier for types of economic activities (OKED):

Extraction of mineral raw material for the chemical industry and production of fertilizers (OKED code 14300);

Extraction and production of salt (OKED code 14400);

Production of fertilizers (OKED code 24151).

The Company has the right to perform other kinds of the economic activities not prohibited by the legislation.

The activity, subject to licensing according to legal acts of the Republic of Belarus, is performed after receiving the corresponding special permission (license). The Company right to perform activity, that requires a receipt of the special permission (license), arises from the moment of receiving such special permission (license) or within the time stipulated therein and it terminates after its expiry if other is not established by the legislation.

The Company has the right to perform following kinds of activity, the performance thereof require the receipt of special permissions (licenses):

- veterinary activity;
- activity in the field of industrial safety;
- activity in the field of communication;
- activity to secure fire safety;
- activity on development and production of strict reporting forms, and also special materials for their protection against a fake;
- activity connected with influence on environment;
- activity connected with invigoration of children abroad;
- activity connected with control of radioactive pollution;
- activity connected with production of aluminum, lead, zinc, tin, copper and casting of finished articles and semi-finished products from aluminum and heavy nonferrous metals;
- activity in the field of motor transport;
- medical activity;
- security activity;
- retail trade relating to alcoholic drinks and (or) tobacco items;
- pharmaceutical activity.

7. The Company is liable for its obligations with all its property.

Shareholders of the Company are liable for its obligations and bear risk of the losses connected with activity of the Company, within the limits of the value of shares belonging to them.

8. The Company has no right to act as the guarantor, the guarantor of the third parties - legal persons of not state form of ownership (including quotas ( shares) that are in charter funds of the state ownership) and physical persons (including individual entrepreneurs) relating to execution by these persons of their obligations on return of the credits given by banks and the non-bank credit and financial organizations, except for the credits which are given to construct the residential accommodations if other is not established by the President of the Republic of Belarus.

9. The Company can create according to the established order the unitary enterprises, branches and representations, participate in creation to (be a part) of amalgamations, including those ones in the form of financial and industrial and

other economic groups, holdings, be the founder (participant) of other economic societies and partnerships.

The Company has the representation in the city of Minsk. The location: 220005, Minsk, Independence avenue, house 40, apartment 20.

10. Time of Company activity is unlimited.

11. The first fiscal year of the Company begins with date of its registration and comes to the end on December, 31st of current year. The next fiscal years correspond to the calendar ones.

## CHAPTER 2. COMPANY PROPERTY

12. The Company property is:

property transferred by the founder (founders) (shareholders) of the Company into its charter fund in the form of contributions;

property acquired by the Company in the course of performing by it the entrepreneurial activity;

incomes received as a result of property utilization (fruits, products, incomes) if other is not stipulated by the legislation or the agreement on use of this property;

property of the unitary enterprises founded by the Company;

property acquired by the Company on other grounds, allowed by the legislation.

13. The property, to be possessed and used, can be transferred to the Society according to the order established by the legislation.

## CHAPTER 3. CHARTER FUND, COMPANY SHARES

14. The charter fund of the Company constitutes 5 970 690 440 000 (five trillion nine hundred and seventy billion six hundred and ninety million four hundred and forty thousand) rubles.

The charter fund is divided into 1 717 690 simple (ordinary) shares with a denomination value of 3 476 000 rubles each.

General meeting of shareholders has the right to make the decision on change of shares quantity without charter fund amount change. Shares quantity change without charter fund amount change is performed by an exchange of two or more Company shares for one new share of the changed denomination value of the same category (type) (consolidation of shares) or an exchange of one Company share for two or more shares of the changed denomination value of the same category (type) (split-up of shares). At the same time, the shareholders quantity change and a ratio of their shares and formation of share parts (fractional shares) are not let.

Simultaneously with the decision-making on consolidation or splitting-up of shares, the general meeting of shareholders is obliged to make a decision on entering the respective alterations into the Company charter concerning a denomination value and quantity of Company shares of the corresponding category (type).

Shares are issued in the form of records in accounts.

The Company is obliged to conclude an agreement with a depository on depository servicing, in accordance with the conditions of thereof, the depository under the demand of the Company performs forming the register of owners of securities. The Company is obliged to take measures to secure the protection of the data of the securities owners entered into the register, and it has the right to present such data to state bodies, legal or to physical persons according to legal acts. Members of the supervisory board, general director, members of auditing committee of the Society, employees of the auditing organization (the auditor is an individual entrepreneurs) perform the audit of the Company, other persons having (had) due to official position, employment duties or civil-law contract the access relating to the securities owners, entered into the register, have no right to transfer such data to the third parties, except the cases, established by legislation acts, or otherwise to use them for personal purposes. These persons bear responsibility for illegal use or distribution of the specified information according to legal acts.

15. The charter fund of the Company can be increased by release of additional shares or increase of denomination value of shares.

The increase in the charter fund of the joint stock company is allowed after its complete payment.

The increase in the charter fund of the Company by the release of additional shares can be performed both: at the expense of sources of own funds of the Company and (or) of shareholders, and at the expense of other investments. The increase in the charter fund of the Company by increase of the denomination value of shares is performed at the expense of sources of own funds of the Company, and under the condition of unanimous accepting such decisions by all the shareholders - at the expense of funds of its shareholders.

The sum, by which the charter fund of the Company is increased at the expense of sources of own funds, should not exceed a difference between the net assets value and the charter fund sum and reserve funds of the Company.

While increasing the Company charter fund by the release of additional shares, general meeting of its shareholders approves the decision on their release, containing details and the data established by the legislation on securities.

While increasing the Company charter fund by the release of additional shares at the expense of sources of own funds of the Company, this release shares are placed, if other is not provided by the legal acts, among all the

shareholders proportionally to the quantity of shares belonging to them, the shares being the same category and the same type.

While increasing the Company charter fund by the release of additional shares, the charter fund is being increased by the sum of denomination values of the placed shares of additional release. In case of placing shares of the additional release via a subscription to the shares, the subscription results are approved by the general meeting of shareholders.

The increase in the Company charter fund to cover the losses suffered by the Company is not allowed.

16. The charter fund of the company can be reduced by decreasing the denomination value of shares or by acquiring by the Company part of shares with a purpose to reduce their total amount.

If upon termination of the second and each next fiscal year the Company net assets value appears less than the charter fund, the Society is obliged to reduce, according to the established order, its charter fund to the amount not exceeding its net assets value.

The Company has no right to make the decision on reduction of its charter fund, if as a result of such reduction, the Company charter fund becomes less than the minimum amount of charter fund provided by the legislation.

Reduction of the Company charter fund is allowed after the notification of all its creditors according to the order established by the legislation.

In case of decision-making on reduction of the charter fund within 30 days from the date of accepting such a decision, the Company is obliged to notify in writing creditors of the Company on the reduction of the Company charter fund and about its new amount or to publish a notification on the taken decision in the mass media intended to publish the data about the state registration of legal persons.

17. The Company can perform acquisition of the shares issued by it under the decision of general meeting of shareholders in the cases provided by the legislation.

18. The decision of general meeting of shareholders, on acquisition by the Company the shares issued by it, should define the purpose of shares acquisition; categories and quantity of acquired shares, price of their acquisition, form and time of payment of shares; time to present offers on shares sale by shareholders; time during which the acquisition of shares is performed; notification order of shareholders - owners of shares, decision on acquisition thereof was taken.

Time during which the acquisition of shares is performed, cannot be less than thirty days and more than six months from the moment of decision-making on acquisition of shares. In case if the total of the shares offered for acquisition exceeds quantity of shares, the decision to acquire thereof was taken by the

Company, the shares are acquired from shareholders proportionally to the declared offers.

19. The Company performs the redemption of shares issued by it under the demand of shareholders in the cases provided by the legislation.

The list of the shareholders whose shares should be redeemed by the Company under the demand of shareholders, is compiled on the basis of the data of the same register of securities owners, on basis thereof there was made the list of the persons having the right to participate in general meeting of shareholders and the meeting's agenda included questions, decision-making on which can cause the shareholders to demand the redemption of the Company shares.

The price of the shares redemption by the company under the demand of its shareholders is approved by the same general meeting of shareholders, that makes a decision, capable to cause the shareholders to demand the redemption of the Company shares, but not less than denomination value of shares, and in case of carrying out the independent evaluation of shares value- not less than a share value specified in the evaluation conclusion. Independent evaluation of shares value should be conducted under the demand of the shareholders who are, in aggregate, owners of two and more percent of voting shares of the Company, at the expense of the Company funds or it can be conducted at the initiative of the Company itself or any shareholder (shareholders) at the expense of own funds.

20. Within 10-day time after carrying out the general meeting of the shareholders, where the decision was taken that causes the shareholders to demand the redemption of the Company shares, the Company notifies such shareholders according to the order they were notified on holding this general meeting of shareholders relating to their right to demand the redemption of shares. The notification must state the price of the redemption of shares and time during which the shareholders can make the written demand to the Company in relation to the redemption of shares belonging to them. Time during which the shareholders can make demands about the redemption of shares constitutes 30 days from the date of accepting the relevant decision by the general meeting of the shareholders, entailed the origin of right to demand the redemption of their shares by the shareholders. The written requirement of the shareholder about the redemption of shares belonging to him should contain a surname, a first name and a patronymic (name) and the shareholder signature, and also quantity of the shares, demanded by him to be redeemed.

Within 30 days after the expiry of time to present the written demands by the shareholders relating to the redemption of shares, the Company is obliged to redeem shares from these shareholders, if the total sum of the money directed by the Company on their redemption, does not exceed 10 % of the Company net assets value for date of the decision-making that entailed the origin of right

for the shareholders to demand the redemption of shares by the Company. In case if the total of the shares offered for the redemption under the demand of shareholders, exceeds quantity of shares that can be acquired by the Company taking into account this restriction, the shares are redeemed proportionally to the declared requirements. In of the Company refusal to redeem the shares, to shareholders are sent the written notification containing a the refusal reason not later than 5 days from the date of accepting such a decision.

21. The shares, arrived to the Company possession, do not present a right to vote, they are not taken into account while counting votes at the general meeting of shareholders, the dividends are not accrued according to them. Such shares should be sold according to the purpose specified in the decision of general meeting of shareholders, within one year. Otherwise, the general meeting of shareholders should make the decision on reduction of the Company charter fund by a sum of denomination values of the shares, arrived to its possession.

#### CHAPTER 4. THE RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

22. Shareholders of the Company have the right:

to participate in general meeting of shareholders with a voting right on the issues relating to the competence of general meeting of shareholders;

to receive a part of profit of the Company in the form of dividends;

to receive in case of the Company liquidation a part of the property remained after settlements with creditors, or its value;

to receive the information on the Company activity and to get acquainted with its documentation in volume and order, specified by point 87 of the present charter;

to dispose of shares belonging to them in an order provided by the legislation.

The decision of general meeting of shareholders can give to the Company shareholders, owning the simple voting shares, a preferential right to acquire shares, issued additionally by the Company, and the order of implementation of such right can be given.

Shareholders of the Company can have other rights provided by the legislation and the charter of the Company.

Shareholders of the Company can delegate the powers to participate in management of the Company activity to other persons by means of issuing the letter of attorney or by concluding a contract according to the order established by legal acts.

The participation right in management of the Company activity can belong to other persons according to the legislation.

23. Shareholders of the Company are obliged:



not to disclose a confidential information about the Company activity, received in connection with participation in the Company;

in due time to report to a depositary forming the register of the Company securities owners, about all changes of the data about themselves, included in the register;

to perform other obligations connected with participation in the Company, provided by the legislation.

## CHAPTER 5. COMPANY BODIES

24. The Company bodies are the Company management bodies and its control body.

The Company management bodies are:

General meeting of shareholders;

The supervisory board;

Executive body (general director).

The Company control body is the auditing committee.

25. General meeting of shareholders is the supreme body of the Company management.

The general management of the Company activity during the period between general meetings of shareholders is performed by the supervisory board.

The supervisory board and control body are reporting to the general meeting of shareholders.

The executive body is reporting to the general meeting of shareholders and the supervisory board and it organizes the accomplishment of decisions of these bodies.

26. Members of the Company bodies according to their competence are liable in relation to the Company for the losses caused to the Company by their guilty actions (lack of actions), according to the order established by the legislation. At the same the Company bodies members, who voted against the decisions that entailed causing losses or who did not take part in such voting, as well as in other cases provided by legal acts, are not liable. In case if the liability is borne by several members of the Company bodies, their liability for the Company is solidary. In case if the Company bodies members voluntarily reject to indemnify the losses, the losses for the sake of Company can be enforced by action at the suit of Company itself, members of the supervisory board, authorized by its decision, adopted by the majority not less than two thirds of votes of all the members of the supervisory board, as well as the Company shareholders, authorized by the decision of general meeting of shareholders, adopted by the majority not less than three quarters of voted persons who took part in this meeting.

## CHAPTER 6. THE COMPETENCE OF GENERAL MEETING OF SHAREHOLDERS AND FORMS TO HOLD IT

27. The competence of general meeting of shareholders includes:

27.1. change of the Company charter;

27.2. change of the amount of the Company charter fund;

27.3. adopting and approving the decision relating to the Company shares issue;

27.4. election of the members of supervisory board and of auditing committee of the Company and the pre-term expiry of their powers, excluding the cases, when according to the legislation and the present charter, the powers of a member (members) of the supervisory board of the Company expire ahead of schedule without decision-making of general meeting of shareholders;

27.5. approval of annual statements, balance sheets, reports on profits and losses of the Company and distribution of profit and Society losses if available and taking into account the conclusion of auditing committee, and in the cases established by the legislation – auditor's report;

27.6. Decision on reorganization of the Company and on approval of the transfer act or dividing balance;

27.7. Decision on the Company liquidation, appointment of liquidation committee (liquidator) and approval of interim liquidating and liquidating balances, except the cases, when the decision on Company liquidation is adopted by the registering body or court according to legal acts;

27.8. amount determination of remuneration and compensation of expenses to members of the supervisory board, the Company auditing committee for execution of their obligations by them;

27.9. approval of the local legislative instruments of the Company in cases provided by legislation;

27.10. granting to other Company management bodies a right of decision-making on the individual issues, not related to the exclusive competence of general meeting of shareholders;

27.11. determination of an order to hold the general meeting of shareholders relating to the section not regulated by the legislation, the present charter and local legislative instruments of the Company;

27.12. decision-making on acquisition by the Company of the shares placed by it and on payment of dividends according to the results of the first quarter, the half-year, nine months and according to the results of the year after the termination of the corresponding period;

27.13. decision on large transactions of the Company and the Company transactions, while performing those there is the interest of its affiliated persons, in the cases provided by chapter 12 of the present charter;

27.14. solution of other questions referred by the legislation to the competence of the Company supreme management body and provided by the present charter.

The questions specified in subparagraphs 27.1 - 27.13 of the present clause, are referred to the exclusive competence of general meeting of shareholders and they cannot be transferred for resolving to other Company management bodies.

28. during the period when the Republic of Belarus possesses 100 percent of the Company shares, the decision of general meeting of shareholders is the decision of the body performing the possessory supervision.

29. General meeting of shareholders can be held in person, in absentia or in mixed forms.

The in person form to hold the general meeting of shareholders provides a joint presence of the persons having the right to participate in this meeting, while discussing the agenda issues and while taking decision on them.

While holding the general meeting of shareholders in absentia form, the opinion of the persons having the right to participate in this meeting, relating to the agenda issues and put for voting, is determined by their interrogatory.

The mixed form to hold the general meeting of shareholders gives to the persons having the right to participate in this meeting, the right to vote in relation to the meeting agenda issues, either while attending the meeting, or by interrogatory.

## CHAPTER 7. CONVOCATION OF GENERAL MEETING OF SHAREHOLDERS AND PREPARATION FOR ITS HOLDING

30. The ordinary and extraordinary general meetings of shareholders are convened and held by the supervisory board, and in the cases specified in clause 32 of the present charter, by other bodies or shareholders.

31. The ordinary annual general meetings of shareholders are held annually not later than 3 months after the termination of fiscal year. In case if the annual general meeting of shareholders is not convened by the authorized Company body in accordance with the order established by the legislation and by the present charter, it can be convened by the bodies or shareholders (shareholder) of the Company, having the right to demand the holding of extraordinary general meeting.

The annual meeting approves the annual statements, balance sheets, reports on profits and losses and distribution of profit and losses of the Company, if available, and taking into account the auditing committee conclusion, and in the cases established by the legislation - an auditor's report, and also the issues of electing the members of the supervisory board and an auditing committee are examined.

32. Extraordinary general meeting of shareholders is held under the decision of the supervisory board on the basis of own initiative, requirement of other Company management body, requirement of a auditing committee, requirement of the auditor organization (auditor is the individual entrepreneur), requirement of shareholders (shareholder) of the Company possessing in aggregate not less than 10 % of votes from the total of votes of shareholders of the Company. Such requirement must stipulate the form to hold the meeting, formulate the issues subject to be included in the meeting agenda, their raising must be proved and the meeting draft resolution must be formulated. If the requirement originates from shareholders (shareholder), it should contain names (name) of the shareholders (shareholder) demanding the convocation of meeting, and quantity of shares belonging to them.

The supervisory board within 15 days from the date of receipt of requirement relating to holding the extraordinary general meeting of shareholders is obliged to consider the given requirement and to take the decision on convocation and holding this meeting or the motivated decision to cancel its convocation and holding.

If within 10 days from the date of the requirement receipt, the supervisory board did not the decision on convocation and holding the extraordinary general meeting of shareholders, or the decision is taken to cancel its convocation and holding, then the extraordinary general meeting of shareholders can be convened by the bodies or the shareholders, having the right to demand the holding of extraordinary general meeting. In this case, the expenses on preparation, convocation and holding of extraordinary general meeting of shareholders can be reimbursed under the decision of this meeting using the funds of the Company.

The decision to cancel the convocation and holding of the extraordinary general meeting of shareholders is taken in case of:

non-observance of an order to present the requirement relating to holding the extraordinary general meeting of shareholders;

if none of the issues, proposed to be included in the agenda of the extraordinary general meeting of shareholders, was referred by the legislation and the present charter to the competence of general meeting of shareholders;

if all the issues, proposed for consideration. do not conform to the requirements of legal acts.

The decision of the supervisory board on convocation and holding of the extraordinary general meeting of shareholders or motivated decision to cancel its convocation and holding are sent by the letter to the persons demanding its convocation, not later than 5 days from the date of adopting this decision.

The extraordinary general meeting of shareholders should be held not later than twenty days from the date of adopting by authorized Company body the decision on its convocation and holding, and in case , if the members of the

supervisory board are elected by cumulative voting - not later than forty days from the same date.

33. The decision of the supervisory board to hold the general meeting of the shareholders that was adopted taking into account time, specified in clause 38 of the present charter, should determine:

- date, time and place (stating the address) of holding the meeting;
- date of drawing up of the list of persons having the right to participate in the meeting;
- agenda of meeting stating the formulations of draft decisions on each issue;
- form to hold the meeting;
- form to vote on each issue of the agenda;
- form and the text of the ballot in case of voting by ballots or in absentia voting;
- form and the text of a card in case of open balloting by cards;
- order to notify the persons having the right to participate in general meeting of shareholders, about holding the meeting;
- method of sending the ballots to the persons having the right to participate in general meeting of shareholders, held in absentia or mixed form, and also a method and a place (stating the address) to present to the Company the filled out ballots and the expiry date of their acceptance that cannot be established later than 2 days prior to date of holding the meeting;
- proposed composition of the tabulation commission if the number of shareholders - owners of voting shares constitutes more than one hundred;
- persons signing the minutes of the general meeting of shareholders, in case of its holding in absentia form;
- list of the information (documents) and order to present them to the persons having the right to participate in the general meeting of shareholders (an order to familiarize these persons with the information), while preparing to hold this meeting;
- order to register the persons having the right to participate in general meeting of shareholders.

The decision to hold the general meeting of shareholders can contain other data, stipulation thereof is expedient in each concrete case.

34. The agenda of general meeting of shareholders is formed by the supervisory board at own discretion, as well as on the basis of proposals of the persons having the right to enter proposals into the agenda. The agenda of general meeting of shareholders should contain the exhaustive list of concretely formulated questions brought for the discussion.

The shareholders (shareholder) who are in aggregate owners of 2 and more percent of voting shares of the Company have the right to enter the issues in the agenda of annual general meeting of shareholders and to nominate the

candidates for the supervisory board and an auditing committee, not later than 20 days after the termination of fiscal year.

Such proposal should contain a surname, a first name and a patronymic (if that is available) a physical person or the name of the legal entity, number of votes belonging to it at general meeting of shareholders of the Company, the formulation of each of issues proposed into the agenda, a surname, a first name and a patronymic (if that is available) of each nominated candidate, the name of the Company body where he is proposed to be elected, and it can also contain the formulation of draft decision on each of the proposed issues. The proposal should be signed by all the persons who submitted it. Putting into the agenda a proposal to nominate the candidates into the Company bodies elected (arranged) is performed after getting their consent received according to the order, established by the local legislative instrument act of the Company, approved by the general meeting of its shareholders.

The number of the nominated candidates in one proposal cannot exceed a quantitative composition of the relevant Company body.

The supervisory board, not later than 10 days after expiry the time established for the proposals arrival into the agenda, is obliged to consider these proposals and to make the decision on their awareness or on refusal to accept them in case if :

order to enter proposal is violated by the shareholders;

proposals are not referred to the competence of general meeting of shareholders;

proposals do not conform to requirements of legal acts;

candidates nominated to the supervisory board and an auditing committee, do not conform to the requirements established by legal acts, the present charter and (or) the local legislative instruments of the Company approved by general meeting of shareholders.

The supervisory board, in case of refusal to accept proposal, should send to the person who put these proposals, the motivated decision not later than 5 days from the date of its accepting.

The supervisory board has no right to enter change into the formulations of the questions proposed by persons, having the right to enter proposals into the agenda, in order to include them into the agenda of general meeting of shareholders.

In order to include the issues into the agenda of general meeting of shareholders by persons, having the right to enter proposals into the agenda, and also in case of absence of such proposals, absence or insufficient quantity of the candidates proposed by such persons to form the relevant body, the supervisory board has the right to include into the agenda of meeting the issues or candidates at own discretion.

During the period when the part of the Company shares belongs to the state, the supervisory board includes in the list of nominees for the election of members of the supervisory board not less than 2 representatives of the state.

The agenda of general meeting of shareholders cannot include an issue with the name "Miscellaneous".

35. In case of including into the agenda of extraordinary general meeting of shareholders the issue on the preterm expiry of powers of members of the supervisory board or an auditing committee, election of new members of the supervisory board, auditing committee, then the body or the Company shareholders, convening the meeting, should establish the starting and closing date for collecting the proposals on candidates into the specified bodies. Promotion of such nominees is made while observing the order established by clause 34 of the present charter.

36. Not later than 20 days before holding the ordinary general meeting of shareholders and 10 days before holding extraordinary general meeting of shareholders, the general director sends the draft decision of meeting with the enclosure of necessary grounds and clarifications to representatives of the state and each shareholder who possesses more than 10 % of shares of the Company (his representative). The specified materials should be accessible for familiarization to shareholders (their representatives) at the location place of the Company within 7 days before meeting holding, and at the day of meeting holding – at place of its holding

37. The list of the persons having the right to participate in general meeting of shareholders is made up according to the requirements established by the legislation.

38. The persons having the right to participate in general meeting of shareholders, are informed on the taken decision relating to meeting holding:

not less than 30 days prior to date of holding the ordinary general meeting of shareholders and before the date of holding the extraordinary general meeting of the shareholders which agenda includes an issue to elect the members of the supervisory board by the cumulative voting;

not less than 10 days prior to date of holding the repeat general meeting of shareholders and before the date of holding the extraordinary general meeting of the shareholders which agenda does not include an issue to elect the members of the supervisory board by the cumulative voting.

The notification in relation to holding the general meeting of shareholders should be sent within the indicated period to the persons having the right to participate in meeting, by the registered letter with the notification of its delivery or it must be handed them after getting their signature.

In case of in absentia voting the notification together with ballots for voting is handed to the persons having the right to participate in meeting, after getting their signature or is sent to them by the registered letter.

The notification on holding the general meeting of shareholders should contain:

name and place of the Society location;

agenda of the general meeting of shareholders;

date, time and place (stating the address) to hold the general meeting of shareholders;

company body or other persons convening the general meeting of shareholders, ground of its convocation (in case of convocation and holding the extraordinary general meeting of shareholders);

date of drawing up the list of persons having the right to participate in meeting, place and time of registration of the meeting participants, reminder to the meeting participants about necessity to have the document proving the identity (the letter of attorney for the representative of the shareholder or the agreement on the right to use and (or) to dispose of shares), order to familiarize with the materials subject to be presented while preparing this meeting in person or mixed form;

order to familiarize the persons, having the right to participate in general meeting, with the information (documents) subject be presented while preparing this meeting, stating the address where one can get familiarized;

order to register the persons having the right to participate in general meeting;

mailing address whereto the filled out ballots must be sent, a place and an expiry date of their receipt while holding the meeting in absentia or in mixed form;

other data provided by the present charter and (or) the decision to hold the general meeting of shareholders.

The documents, confirming the fact of notifying the shareholders on holding the general meeting of shareholders, are enclosed to the minutes of this meeting.

In case of decision-making on changing the agenda of the general meeting of the shareholders, that was determined while taking decision on its convocation and holding, the supervisory board is obliged, according to the established, to let this change know to the persons having the right to participate in meeting, not less than 5 days prior to date of its holding.

39. The ballot for voting should contain:

name and location of Company ;

surname, first name and patronymic (if that is available) of a physical person (the name of the legal entity), having the right to participate in general meeting of shareholders of the Company, and number of votes belonging to him (it) at general meeting of shareholders;

place (stating the address) and final date to present ballots for in absentia voting;



date and venue of the general meeting of shareholders, date of vote tabulation for in absentia voting;

agenda of the general meeting of shareholders (in case of in absentia voting);

formulation of issues, voting thereon is produced by the given ballot, and the formulation of decisions on each of them;

variants of voting on each issue, expressed by words "for", "against", "abstained";

explanation of an order to fill out the ballot on each issue;

reminder that ballot for voting should be signed the person having the right to participate in the general meeting of shareholders.

In case of cumulative voting the ballot for voting should contain a reference thereto and an explanation of the cumulative voting essence .

A voting card contains the Company name, date of holding the meeting, surname, first name and patronymic (if that is available) (name) of the shareholder, quantity of votes belonging to him (it).

All the prepared ballots and cards are affixed with the Company seal.

The shareholder possessing more than 10 % of shares (his representative), has the right to endorse ( seal, stamp ) the prepared ballots and cards prior to the beginning of registration of the meeting participants.

## CHAPTER 8. HOLDING THE GENERAL MEETING OF SHAREHOLDERS

40. The registration of participants of the general meeting of the shareholders, held in person or mixed form, is carried out by the registration group from the persons appointed by the general director. In case if the general meeting of shareholders is convened by the bodies or the shareholders, specified in clause 32 of the present charter, namely they provide the registration of the meeting participants.

Registration of the persons having the right to participate in the general meeting of shareholders is performed while presenting by them the documents confirming their powers. At the same time they are handed in ballots and voting cards against signature.

The persons who did not undergo the registration, have no the right to take part in voting.

The persons, performing registration, draw up, upon its completion, a protocol stating the amount of prepared, handed in to the participants and remaining ballots, as well as the total amount of votes thereunder. This protocol and the list of shareholders with the results of registration of

participants of general meeting of shareholders is enclosed to the minutes of this meeting.

41. The persons, who got registered to take part in the meeting and (or) persons whose filled out ballots were received not later than the established date for ballots reception, are considered to be the persons who took part in the general meeting of shareholders.

The general meeting of shareholders is considered to be legally qualified (has quorum) if its participants possess in aggregate more than 50 % of votes from total amount of votes belonging to shareholders of the Company. In case of absence of the established quorum, the annual general meeting of shareholders should be held, and the extraordinary meeting of shareholders can be held repeatedly with the same agenda. The repeat meeting of shareholders has quorum if its participants possess in aggregate more than 30 % of votes from the total amount of the votes belonging to shareholders of the Company.

While determining the quorum of the general meeting of the shareholders, held in absentia or mixed form; the votes presented by voting ballots, received by the Company within the established time, are counted.

If the agenda of general meeting of shareholders includes issues to be voted by the different composition of the voters, then in order to take decision on these issues the quorum is determined separately. At the same time, the absence of quorum for decision-making on issues to be voted by one composition of voters, does not interfere with decision-making on issues, having quorum, voting thereon is performed by other composition of voters.

The Company shares, not placed among shareholders, do not give voting power and are not counted while determining the quorum.

42. The general meeting of the shareholders, held in person or mixed form, is opened by the chairman of the supervisory board or the person appointed by the supervisory board. In case if the meeting is convened by bodies or the shareholders specified in clause 32 of the present charter, then they determine the person to open the meeting. The meeting chairman is elected to hold the meeting, the meeting secretary is elected to keep minutes.

43. The general meeting of the shareholders, held in person or mixed form, if necessary, approves the quantitative and personal composition of the tabulation committee before examining the first issue of the agenda of this meeting. Creation of the tabulation committee of the joint stock company is obligatory if the number of shareholders - owners of voting shares constitutes more than one hundred. The composition of the tabulation committee cannot be less than 3 persons, it can't comprise the members of the Company bodies, including the representatives of the managing organization or the managing director, and the persons nominated as candidates to the positions into those bodies.

The tabulation committee confirms the availability of quorum of general meeting of shareholders, explains the issues arising in connection with the implementation of right to participate in the meeting by the persons, having such right; explains a voting procedure on the issues to be voted; secures the observance of the established voting procedure and the implementation by the mentioned persons the right to participate in voting; counts up votes and sums up the voting results, draws up and transfers for keeping, according to clause 84 of the present charter, the minutes relating to voting results and voting ballots.

The tabulation committee minutes are signed by its chairman and the secretary and it is filed to the minutes of the general meeting of shareholders. The tabulation committee minutes are read at the general meeting of shareholders and they are not approved by a special decision of a meeting.

44. Voting at the general meeting of shareholders while taking the decisions on the issues included in the agenda, is performed only by voting ballots, if a number of Company shareholders - owners of voting shares is more than one hundred.

The general meeting of shareholders has no right to make decisions on the issues that are not included in the agenda of meeting, as well as to change its agenda, except for unanimous adoption of the decision by meeting in which all the persons, having the right to participate in this general meeting, take part.

45. Voting at the general meeting of shareholders is performed by a principle "one voting share - one vote", except when the cumulative voting takes place.

Decisions of the general meeting of shareholders concerning the issues to enter changes and (or) additions in the Company charter, to reduce or increase its charter fund (except the increase of the charter fund through the increase of denomination value of shares at the expense of the shareholders funds), to reorganize and liquidate of the Company, to acquire by the Company the shares placed by it in accordance with the Company decision, to approve, in the cases provided by the legislation, local legislative instruments of the Company are adopted by the majority not less than three quarters of votes of the persons who are taking part in this meeting.

The decision of the general meeting of shareholders on determination of the time to pay out the dividends is adopted by the majority not less than two thirds from the amount of votes of persons who took part in this general meeting.

The decision of the general meeting of shareholders concerning increase of the carter fund by the increase of the denomination value of shares at the expense of the shareholders funds is adopted while having the unanimity of all the shareholders of the Company.

Decisions of the general meeting of shareholders on the Company transaction, if there is an interest of its affiliated persons while performing it, and on the large transaction of the Company are adopted by the amount of votes specified in chapter 12 of the present charter.

Relating to the other issues, the decisions of the general meeting of shareholders are adopted by the simple majority of votes of the meeting participants.

Voting in relation to the election of members of the supervisory board and auditing committee is held on each nominee.

While holding the cumulative voting; those candidates are considered to be elected to the supervisory board who received the biggest total amount of votes.

While electing the members of the supervisory board by voting according to the principle "one voting share - one vote", those candidates are considered to be elected to the supervisory board (within the limits of its quantitative composition specified in clause 49 of the present charter) who have more votes among the candidates received more than 50 % of votes of the meeting participants.

The decision of general meeting of shareholders, except for the issues relating to electing the members of the supervisory board, members of the auditing committee, approving the annual statements, balance sheets, reports on profits and losses of the Company and distributing its profit and losses can be adopted by the in absentia voting.

The ballot for the in absentia voting of the physical person, having the right to participate in meeting, is signed by this physical person personally stipulating the data of the document proving the identity (a series (at availability), number, issue date, name of the state body issued the document). The ballot for the in absentia voting of the legal entity, having the right to participate in the meeting, is affixed by a seal of this legal entity.

While counting votes at the in absentia voting, the votes are taken into account on those issues where the person, having the right to participate in the meeting, observed the order of filling out the ballot, specified in it; and only one of possible variants of voting was marked.

The decisions adopted by the general meeting of shareholders, held in person or in mixed form, are read at this meeting.

46. By results of holding the general meeting of shareholders not later than 5 days after its closing, the minutes the of general meeting of shareholders are drawn.

The minutes of general meeting of shareholders stipulate:

running number of minutes;

the Company name;

place and date of holding the general meeting of shareholders, its agenda;

total amount of the shares issued by the Company, including voting ones;  
 total amount of votes possessed by the participants of general meeting of shareholders;  
 questions put to the vote and voting results;  
 decisions;  
 documents attached to the minutes of meeting.

The participant of the shareholders general meeting voting against the made decision has the right to attach his/her own opinion to the minutes of the shareholders general meeting (which is accordingly recorded by the meeting secretary) if it is made in writing before the end of the meeting.

47. The minutes of the shareholders general meeting is signed (by signing each page including the decisions attached to the minutes) by the chairman and the secretary of the shareholders general meeting, by representatives of the state which took part in this meeting and by not less than two members of the counting board (if available). By the decision of the general meeting the minutes can be signed by other persons in addition to the persons above mentioned. The list of persons registered to participate in the shareholders general meeting and/or persons the bulletins of which after being marked were received according to the order specified by the Charter is enclosed to the minutes. The list of persons registered to participate in the shareholders general meeting should include the signatures of those persons.

## CHAPTER 9. SUPERVISORY BOARD

48. The matters falling within the competence of the Supervisory Board are as follows:

48.1. approval of the Company's annual financial and economic plan and the plan implementation control;

48.2. convening of annual general and extraordinary general meetings of the shareholders and solution of questions related to the their preparation and holding;

48.3. making decisions related to the issue of securities by the Company except for making decisions related to the issue of shares as well as making decisions on the purchase of the securities by the Company issued by it except for making decisions related to the shares purchase;

48.4. approval of the decision related to the issue of issuable securities except for the decision approval related to the shares issue;

48.5. approval of the Company's assets cost in cases when a major transaction is concluded or a transaction in conclusion of which the affiliates have interest, or in cases of determination of the number of securities issued as well as in all other cases specified by the legislation and the present Charter

when it is necessary to determine the Company's assets cost in cases when transactions concluded with it require a resolution of the shareholders general meeting or the Supervisory Board;

48.6. determination of the recommended rate of remuneration and expense reimbursement for the members of the Company's Audit Commission for the obligations performed;

48.7. determination of the recommended rate of dividends and their payment time;

48.8. use of the reserve fund and other funds of the Company;

48.9. decision on transactions related to the alienation of the Company's real estate as well as on the Company's major transactions and the Company's transactions in conclusion of which the affiliates have interest in cases specified by the clause 12 of the present Charter;

48.10. approval of an auditing company (a self-employed auditor) and conditions of the agreement concluded with the auditing company (the self-employed auditor);

48.11. approval of a depositary and conditions of the agreement concluded with the Company's depositary;

48.12. approval of conditions of agreements concluded with a managing company (manager) and an appraiser, coordination of the use of the Company's assets revaluation index method in cases specified by the legislation;

48.13. approval of the Company's local regulations concerning the matters falling within the competence of the Supervisory Board;

48.14. determination of the Company's main business areas;

48.15. decision on establishment and liquidation of the Company's representative offices and branches;

48.16. decision on establishment, reorganization and liquidation of unitary enterprises by the Company and coordination of their charters;

48.17. decision on establishment of other legal entities and interest in them;

48.18. decision on interest in associations of legal entities and associations of legal entities and individual entrepreneurs being established in forms specified by legislative acts;

48.19. approval of the estimated value of in-kind contributions to the Company's charter fund on the basis of an opinion made with regard to the estimate and/or an expert appraisal of the estimated value of in-kind contributions;

48.20. coordination of the carve-out of shares hold by the Company in other business entities and partnership companies;

48.21. election of the Director General, termination of his/her powers, conclusion (extension) and termination of the employment agreement with the Director General;

48.22. determination of remuneration conditions for the Director General or the rate of payment for services rendered by the managing company (manager);

48.23. coordination of the Company's organizational structure;

48.24. coordination of paying conditions for Deputy Directors General as well as for the Technical Director and the Chief Accountant of the Company;

48.25. decision on incentives, disciplinary and material liability of the Director General in cases and in accordance with the procedure stipulated by the legislation;

48.26. determination of a procedure for the Company's buildings, facilities and premises lease and coordination of these lease contracts;

48.27. decision on non-repayable assistance (sponsor support) in accordance with the legislative acts;

48.28. solution of other matters stipulated by the legislation, the present Charter and the decisions made by the general meeting of shareholders.

The matters specified in the sub-clauses 48.1–48.27 of this clause are reserved to the Supervisory Board and cannot be relegated to the Director General unless otherwise established by the President of the Republic of Belarus.

The specific authorities of the Supervisory Board can be determined within the scope of its competence by decisions made by the general meeting of the shareholders.

The matters reserved to the general meeting of shareholders don not fall within the competence of the Supervisory Board.

49. The number of members of the Supervisory Board is 7 (seven) persons.

The member of the Supervisory Board cannot be a shareholder of the Company.

The Director General has not the right to be a member of Supervisory Board. The Director General has the right to attend the meetings of the Supervisory Board and offer proposals related to the matters in question without voting right when making decisions on them.

The persons elected to be members of the Supervisory Board can be reelected an unlimited number of terms in accordance with the procedure established by statutory acts.

The members of the Supervisory Board must inform the Supervisory Board in writing about all their transactions involving the Company's securities, as well as about all transactions involving the Company's securities handled by their spouses, parents, adult children and their spouses, adoptive parents, adult adopted children and their spouses, grandfather, grandmother, adult grandchildren and their spouses, siblings and parents of the spouses within five working days from the transaction date.

50. Before the election of the Supervisory Board by the first general shareholders' meeting the Founder of the Company or agency authorized by the founder will exercise the powers of the Board.

51. The powers of a member (members) of the Supervisory Board can be terminated before the end of the term by the decision of the general meeting of shareholders.

The powers of a member of the Company's Supervisory Board are terminated before the end of the term without a decision of the general shareholders' meeting of the Company due to the retirement of the Supervisory Board member from this Board in cases when this member files a membership cancellation letter, dies, announced as dead, disqualified or declared missing. Should any member (members) of the Company's Supervisory Board retire from this Board the Supervisory Board continues to exercise its rights till a new Supervisory board is elected except as otherwise required by the law as well as except when the number of the Supervisory Board members is less than the number specified by the law or when the decision must be taken unanimously by all members of the Supervisory Board.

In case the members of the Supervisory Board are elected by cumulative voting the decision on the termination of their powers before the end of the term can be only made with respect to all the members of this Board.

Should the number of the Supervisory Board members is less than half the number of the elected members, then within 15 days the Supervisory Board must take a decision to hold a General Extraordinary Meeting of Shareholders in order to elect the missing number of members or elect a new Supervisory Board.

52. To arrange their activity the members of the Supervisory Board elect the Chairman. The Supervisory Board has the right to reelect its Chairman at any time.

The meeting of the Supervisory Board related to the election of its Chairman is held on the day of the General Shareholders' Meeting when the Supervisory is elected. This meeting is arranged by the Chairman of the General Shareholders' Meeting.

Should the Chairman is not elected by the members of the Supervisory Board or the Chairman is temporarily unable to fulfill his/her obligations, then during this period of time these obligations should be performed by a member of the Supervisory Board holding the largest number of shares (a representative of such shareholder).

53. The Chairman of the Supervisory Board:

arranges the work of the Supervisory Board, calls and holds the meetings and presides at them;

defines the time, venue of the Supervisory Board Meeting, the agenda items and the speakers;



proposes a candidate to be elected as the Director General;  
 controls the implementation of the Supervisory Board decisions and orders it received from the General Meeting of Shareholders.

The instructions given by the Chairman of the Supervisory Board related to the presentation of the data and draft decisions necessary to prepare the Supervisory Board Meeting or the General Shareholders' Meeting, and the measures necessary to hold the Supervisory Board Meeting and the General Shareholders' Meeting are mandatory for the Company's officials.

54. The Supervisory Board elects the Supervisory Board Chairman from its members and authorizes the Director General to appoint a Company's officer to perform the obligations of the Secretary of the Supervisory Board.

The Secretary of the Supervisory Board:

makes arrangements to prepare the Supervisory Board Meetings (to poll its members);

prepares the draft resolutions of the Supervisory Board by the order of the Chairman of the Supervisory Board;

informs the members of the Supervisory Board, the Chairman of the Audit Commission, the Director General and other members about the upcoming Supervisory Board Meeting by the order of the Chairman of the Supervisory Board;

draws up the minutes of the Meetings of the Supervisory Board (the interrogation protocol of its members) and sends them out to the members of the Supervisory Board.

55. The Meetings of the Supervisory Board are held when necessary. Not less than once in every 3 months the Supervisory Board hears the Director General report relative to his/her activity. One of the meetings is held after the end of the financial year in order to examine the Company's balance sheet, the profit and loss statement and the audit conclusion.

The Meeting is called by the Chairman of the Supervisory Board on his/her own initiative and upon the request of a member of the Supervisory Board, the Audit Commission and the Director General. If the Chairman fails to do so then the meeting can be called directly by the above mentioned persons requiring to hold the meeting.

For each issue submitted for consideration by the Supervisory Board (except for the election of the Chairman and the Secretary) the person who initiates its submission simultaneously submits the draft decision and specifies the substance of the issue and proves the necessity for this decision in the explanatory note.

The Supervisory Board Meeting is considered to be quorate if not less than half the number of its elected members having totally not less than 50% of votes of all its members attend it.

56. The members of the Supervisory Board should be informed about the Supervisory Board Meeting not less than 15 days before the day of the meeting. The shorter period of notification but in any case not less than 3 days before the meeting day is allowed when the meeting is initiated by the members of the Supervisory Board having totally not less than 50% of votes; the Audit Committee.

The notification is sent by mail or in some other way permitting to confirm documentarily the date when it was sent; it must contain the information about the agenda, date, venue and time of the Supervisory Board Meeting as well as the draft decisions on the matters in question. The documents confirming that the notification was sent are attached to the Minutes of the Meeting of the Supervisory Board.

57. The Supervisory Board takes decisions on the Company's transactions in conclusion of which the affiliates have interest or the Company's major transactions by number of votes specified in the Chapter 12 of the present Charter.

In all other cases the Supervisory Board takes decisions by majority of votes cast.

The members of the Supervisory Board – the shareholders having 20% of the Company's shares or more (representatives of such shareholders irrespective of their number) – have in the Supervisory Board the number of votes determined on the following basis: 1 vote for each whole 10% of the specified shares. The other members of the Supervisory Board have one vote.

In case of equality of votes of the Supervisory Board the Chairman has a casting vote.

The Member of the Supervisory Board is not allowed to assign his/her voting right to the other person including the other member of the Supervisory Board.

58. The elections of the Supervisory Board Chairman and the elections of the Director General are held by secret ballot. In other cases a decision is taken by secret ballot when it is requested at least by one member of the Supervisory Board.

59. The decisions of the Supervisory Board can be taken by polling its members.

The questionnaires are sent to the members of the Supervisory Board by registered mail or delivered to them against signature not later than 10 days before the polling results are recorded in the protocol.

The member of the Supervisory Board who returned the filled-in and signed questionnaire not later than the end date specified for its receipt is considered to be the member who took part in the polling procedure.

60. The decisions of the Supervisory Board are recorded in a protocol with specification of the following data:

protocol number;  
 persons attending the meeting;  
 total number of votes of the Supervisory Board members, the number of  
 votes of persons who attended the meeting (took part in the polling procedure);  
 number of votes necessary to take a decision;  
 agenda;  
 issues put to vote and voting results;  
 decisions made;  
 documents attached to the protocol (including the questionnaires if  
 decisions were made by polling).

Each page of the protocol including the decisions attached thereto is signed by all members of the Supervisory Board attending the meeting. The member of the Supervisory Board who votes against the decision made must sign the protocol and has the right to attach his/her own special opinion thereto set out in writing. The protocol is signed by the Chairman and the Secretary of the Supervisory Board.

The copy of the protocol is handed over (sent) to each member of the Supervisory Board within 3 days from the day of the meeting (the record of the polling results).

61. The members of the Supervisory Board during their commitment period can be remunerated and/or reimbursed for their expenses at the rate specified by the General Meeting of Shareholders.

## CHAPTER 10. COMPANY'S EXECUTIVE BODY

62. The Company's Executive is the Director General.

63. The Director General:

manages the Company's day-to-day operations, enforces the decisions of the General Meeting of Shareholders and the Supervisory Board, bears responsibility for the Company's operations in accordance with legislation;

acts on behalf of the Company without a power of attorney: represents the Company's interests (also in administration bodies of other entities where the Company holds a stake), makes the transactions and performs any other acts on behalf of the Company;

administers the Company's estate within the bounds of his/her competence and in the manner specified by the present Charter; concludes the contracts and issues the powers of attorney authorizing to act on behalf of the Company, opens accounts with banks;

determines the procedure to depreciate the Company's property;

approves the Company's organizational structure under the agreement with the Supervisory Board;

approves the charters of the Company's unitary enterprises under the agreement with the Supervisory Board;

determines the paying conditions for the Deputy Directors General, the Technical Director and the Chief Accountant of the Company;

approves the regulations related to the Company's branches and representative offices;

enforces the preparation of the Company's annual financial and economic plan, development programs for the Company and its unitary enterprises including investment ones;

considers the reports of managers of the Company's unitary enterprises and departments;

approves the Company's manning table;

employs and discharges the Company's employees;

increases the first class wage rate applied to the payment of the Company's employees labor in accordance with legislation;

uses incentives and takes disciplinary measures in respect of the Company's employees;

issues orders and gives instructions mandatory for all employees of the Company;

provides the offices to hold the Supervisory Board and the General Shareholders' Meetings, takes measures to notify the shareholders about a meeting to be convened, and to register the members of the meeting, to print, distribute and store the minutes of the Supervisory Board and the General Shareholders' Meetings and other documents of the Company's control and administration bodies;

ensures the safety and the possibility to use the documents of the Company and the documents of an entity being the Company's assignor before they are filed in archives;

decides the issues which by the law or the Company's Charter do not fall within the competence of the General Shareholders' Meeting and the Supervisory Board.

64. The rights and liabilities of the Director General are defined by the law, the present Charter, the employment agreement (contract) or the civil-law agreement concluded with the Director General on behalf of the Company. The employment agreement (contract), the civil-law agreement concluded with the Director General on behalf of the Company is signed by the Chairman of the Supervisory Board or its other member authorized by the Supervisory Board.

The Director General does not have the right to hold more than one position on the paid basis except for the teaching, scientific and other creative activity. The Director General is allowed to hold more than one position with the consent of the Supervisory Board.

The Director General must inform the Supervisory Board in writing about all his/her transactions involving the Company's securities, as well as about all transactions involving the Company's securities handled by their spouses, parents, adult children and their spouses, adoptive parents, adult adopted children and their spouses, grandfather, grandmother, adult grandchildren and their spouses, siblings and parents of the spouses within five working days from the transaction date.

The Director General's powers can be terminated before the end of the term by the decision of the Supervisory Board in accordance with the procedure specified by legislation.

65. Should the Director General is temporarily absent his/her obligations are performed by a person appointed by the order of the Director General. If such order cannot be issued for reasons which are beyond the Director General control, then the Acting Director General is appointed by the decision of the Supervisory Board.

66. The Director General, Deputy Directors General and Heads of Divisions of Material and Technical Supply Department have a right to sign proxies on behalf of the Company for receipt or issue of corporate assets.

## CHAPTER 11. CONTROL OF FINANCIAL AND ECONOMIC ACTIVITY OF THE COMPANY.

67. To execute an internal control of financial and economic activity of the Company the General Meeting of Shareholders annually votes for an audit commission composed of three persons.

Before the election of the Audit Commission by the First General Meeting of Shareholders the Founder of the Company or Agency authorized by the Founder will exercise the powers of such commission.

68. A member of the Supervisory Board or a person being the Director General of the Company cannot be elected as a member of the Audit Commission.

69. The Audit Commission is headed by the Chairman elected among the members of the Commission on the close date of the General Meeting of Shareholders at the First Meeting of the Audit Commission arranged and held by the Chairman of the Shareholders' Meeting.

70. The powers of any member of the Audit Commission may be terminated prematurely by the decision of the General Meeting of Shareholders.

71. By the decision of the General Meeting of Shareholders and at the rate determined by the General Meeting the members of the Audit Commission within the period of performance of their obligations can remunerations and expenses reimbursement related to obligations performed.

72. Power of the Audit Commission includes audit arrangements by all or several areas of the Company's activity; or by one or several interrelated areas; or for the defined period of this activity operated by the Company, its branches or representative offices.

Members of the Audit Commission may present at the Meetings of the Supervisory Board with a right of consultative vote.

Audit Commission is obliged to conduct:

annual audits – on results of financial and economic activity of the Company for the accounting year. In that case the audit should be completed not later than two weeks before the General Meeting of Shareholders whereat the issue on approval of the Company's annual report, balance sheet, profits and losses statement and allocation of profits and losses is put on an agenda;

audits and verifications – by decisions of the Control Bodies of the Company within the terms defined by such Bodies;

audits and verifications – upon written request submitted to the Audit Commission from the Company's Shareholders owning in total ten or more percent of the shares. In that case audits or verifications should start not later than 30 days from the date of submission of the Shareholders' request on their implementation.

The Audit Commission has a right to implement at any moment an audit or verification upon its own initiative. Duration of an audit or verification should not exceed 30 days.

73. Persons with activity under an audit have no right to participate in audits or verifications on corresponding issues.

Upon request of members of the Audit Commission the Control Bodies of the Company and employees authorized with a right to make decisions resulting from their powers are obliged to submit within the defined period documents on financial and economic activity as well as to give sufficient explanations orally and (or) in writing.

74. Based on results of conducted audit or verification the Audit Commission according to the requirements of the legislation draws up a conclusion which should be signed by the members of the Audit Commission who conducted an audit or verification. In case of disagreement with the conclusion of the Audit Commission or with its individual findings and offers any member of the Audit Commission has a right to present its own opinion on raised disagreements.

Conclusion of the Audit Commission on results of the annual audit will be submitted to the General Meeting of Shareholders by approval of the Company's annual report, balance sheet, profits and losses statement and allocation of profits and losses.

75. In case of detection of violations the Audit Commission is obliged:

to submit the conclusion of an audit or verification or its individual findings and offers to the Control Bodies of the Company which in accordance with their power should take actions to correct committed violations within two weeks period;

to demand to call the Extraordinary General Meeting of Shareholders if the decision on violations discovered during an audit or verification can be made exclusively by such Meeting.

76. To conduct an audit and confirm authenticity of the annual accounting (financial) reports the Company annually hires an audit company (an auditor – individual businessman). In necessary an audit can be conducted to check activity of the Company, its branches and representative offices which should be recorded in the accounting (financial) reports.

Audit conclusion made on results of the annual audit of the Company will be submitted to the General Meeting of Shareholders by approval of the Company's annual report, balance sheet, profits and losses statement and allocation of profits and losses.

An audit is conducted on the basis of the audit contract in the procedure established by the legislation. Amount and source of payment for audit services under the audit contract are determined by the Supervisory Board according to the legislation.

The Company is set free from the compulsory annual audit if within the accounting period the internal auditing department conducted the scheduled audit of financial and economic activity of the Company.

Audit of the Company must be conducted at any moment upon request of the Shareholders owning in total ten or more percent of the Company's shares.

77. Within three days from the entry date of the audit conclusion, certificate of audit made by the Control (Supervisory) Body to the Company the Director General is obliged to send the copies to each member of the Supervisory Board, the Chairman of the Audit Commission.

## CHAPTER 12. TRANSACTIONS HAVING INTEREST WHILE BEING PERFORMED. MAJOR TRANSACTIONS OF THE COMPANY.

78. Interest of the Company's affiliates in a transaction being made by the Company is admitted in cases determined by the legislation.

Decision on a transaction of the Company with interest for its affiliates while being performed if the value of property which is a subject of a transaction or several interrelated transactions does not exceed two percent of balance sheet assets of the Company determined on accounting reports data for the last accounting period is made by the majority votes of the Supervisory Board Members having no interest in making this transaction (not being affiliates of the Company without regard to status of the Supervisory Board

Members). If the total votes of such Supervisory Board Members is less than 50 % of the total votes of all Supervisory Board Members then the decision on settlement of the mentioned transaction should be made at the General Meeting of Shareholders by the majority votes from the total votes of the Company's Shareholders having no interest in making this transaction. Decision of the General Meeting of Shareholders can determine that with a view to classify transactions with interest for its affiliates to power of the Supervisory Board the value of property being a subject of a transaction or several interrelated transactions should be related to the value of assets of the Company estimated on the basis of independent evaluation as of the first day of the month when a transaction is being made.

Decision on a transaction of the Company with interest for its affiliates while being performed, if the value of property which is a subject of a transaction or several interrelated transactions exceeds two percent of balance sheet assets of the Company determined on accounting reports data for the last accounting period, is made at the General Meeting of Shareholders by the majority votes from the total votes of the Company's Members having no interest in making this transaction.

The below mentioned transactions are considered interrelated:

transaction or other transaction aimed to secure fulfillment of obligations under the first transaction;

transaction which settlement is directly foreseen by the transaction performed prior (preliminary and main agreements);

transactions with uniform obligations performed in partnership with the same persons within one quarter;

several transactions with property which can be used as the whole unit for general purpose (the sole property group, complex things etc.);

other transactions considered interrelated by the decision of the General Meeting of the Company's Shareholders.

The decision of the General Meeting of Shareholders (the Supervisory Board) of the Company related to a transaction with interest for its affiliates is not required if all shareholders of the Company are affiliates of the Company and, in accordance with the first part of the present Clause, have interest in such transaction. The decision of the General Meeting of Shareholders or the Supervisory Board of the Company related to a transaction with interest for the affiliates is also not required if such transaction meets the following requirements simultaneously:

transaction is being made by the Company in the normal course of its business activity;

conditions of such transaction do not significantly differ from conditions of the similar transactions being made by the Company in the normal course of its business activity.



The transactions made by the Company more than once, in particular, the transactions related to the purchase by the Company of raw and other materials required for production and business activity, marketing of finished product and implementation of works (provision of services) are considered to be transactions being made by the Company in the normal course of its business activity.

The Company is obliged to reveal for general public by virtue of disposal on the Company's website in the world wide web internet in the shortest possible time, necessary to carry out this actions since the decision date, the information about transactions, in which there is an interest of:

members of Supervisory Board and General Director ;

spouses, parents, adult children and their spouses, adoptive parents, adult adopted children and their spouses, grandfather, grandmother, adult grandchildren and their spouses, siblings and parents of the spouses members of Supervisory Board and the Company's General Director;

members of collegial authority entity's supervisory, who exercise the power of Company's sole executive body, of individual or entity, who exercise the power of sole executive body of this entity.

The information about transaction parties, its subject, the criteria of interest in accordance with legislation of individuals, specified in the second – the fourth the fifth part of this paragraph is subjected to the general public, except cases when in accordance with legislation distribution and (or) reporting of such information is limited.

The Company's affiliated persons during the handling of transaction in which they have an interest, are obliged to act for the Company's interest and show proper discretion and conscientiousness as if they show it during the handling of Company's corresponding transaction it which there was no interest.

In case of infliction of losses to the Company in the wake of handling of transaction by the Company in which they have an interest of its affiliated persons, such person is responsible before the Company in the amount of losses caused to the Company. Moreover, if the affiliated person who has interest in this transaction received profit as a result of such transaction, the Company has a right to demand compensation for losses along with other lost profits in amount not less than such income. In the event of affiliated person's refusal of voluntary compensation of losses, the can be recovered for the benefit of the Company in a judicial proceeding at the Company's suit, members of Supervisory Board, authorized by its decision which was accepted by the majority no less than two-thirds of all members of the Supervisory Board, also shareholders of the Company authorized by the general meeting, accepted by the majority nor less than three quarters of all members who took part in his meeting.

In case when responsibility bear several Company's affiliated persons, theirs responsibility before the Company is solidarity.

79. The Company's major transaction is (including loan, credit, mortgage, guarantee) or several related transactions which entail acquisition, alienation or the possibility of the alienation of funds by the Company, directly or indirectly, and/or other property, the value of which is 20% or more of the book value of the Company's assets, determined on the basis of the data of accounting reports for the last reporting period preceding the date of the decision on the transaction conclusion. In case of the purchase of the Company's property being a part of the major transaction, the book value of assets is compared to the transaction amount; in case of the alienation or the possibility to alienate the property being a part of the major transaction it is compared to:

the value of this property determined on the basis of the accounting reports data if the mentioned value is equal to or exceeds the transaction amount;

the transaction amount if the property value determined on the basis on the accounting reports data is less than the transaction amount.

It can be decided by the General Shareholders' Meeting that in order to qualify the transaction as a major transaction the value of the Company's assets should be determined on the basis of an independent estimate as of the first day of the month when the transaction was made. In this case it is the transaction amount that is compared to the assets value determined on the basis of the independent estimate.

The Company's major transactions can be made by the decision of Supervisory Board or by Company's General Shareholders' meeting in accordance with the fourth and fifth parts of this paragraph, unless otherwise provided by the President of the Republic of Belarus.

The decision about major transaction commitment, the subject of which is the property value from 20% to 50% of the Company's balance sheet assets, adopts unanimously by all members of Supervisor Board. If a unanimous decision is not accepted by the Supervisor Board, the decision about major transaction commitment shall accept by general shareholders' meeting, generally not less than two-thirds of the votes who took part in the general meeting.

The decision about major transaction commitment, the subject of which is the property value from 50% or more of the Company's balance sheet asserts, adopts by general shareholders' meeting generally not less than three fourths of the votes who took part in the general meeting.

In the decision about major transaction commitment should be listed other persons who are parties of it, subject of transaction, amount of transaction ( total amount of related transactions), terms of transaction defined by legislation as essential for transactions of this type, and other terms of

transaction by the decision of the Company's management, who makes decision about major transaction commitment. Introduction of modifications in the terms of major transaction is performed by the decision of the Company's management, who made decision about major transaction commitment. The Company's General Shareholders' meeting simultaneously with the decision about major transaction commitment can make decision about authority delegation to amend terms of transaction, except changes in other persons, who are parties of it and the subject of transaction to the Company's Supervisory Board. In this case the decision of introduction of modifications in terms of major transaction is made by Supervisory Board in manner required by the fifth part of this paragraph.

Provisions of this paragraph shall not apply to transactions, which made by the Company in the normal course of business, except the case specified by ninth part of this paragraph.

In case when major transaction at the same time is a transaction in which there is the interest of the Company's affiliated person, decision of such transaction made in order established by parts 2-6 paragraph 78 of the present Charter, except the case when all Company's shareholders are interested in the settlement of such transaction. In case of settlement of such transaction all Company's shareholders are interested accordance with paragraph 79 of the present Charter, the decision about settlement of such transaction made in order established by present paragraph.

### CHAPTER 13. COMPANY'S PROFIT AND DIVIDENT PAYMENT.

80. The Company has the right to direct profits which remain at its disposal after payment of taxes, duties (custom duties), other obligatory payments to the budget, in areas defined by legislation. The Company is taking into account legislation on an independent basis determines the need for the formation and expenditure of the funds, including reserve fund.

81. The Company has a right, except cases provided in paragraph 82 of the present Charter to distribute share of profits among shareholders, which remained in its disposal after tax payment and other mandatory payments and cover of losses of the current periods which have been formed due to the fault of the Company, through the payment of dividends and in the cases and manner established by legislative act, The Company is obliged to pay dividends.

Dividends are paid only on outstanding shares.

The Company has a right to pay out according to results of the first quarter, nine month, and to results of the year. The Company's General Shareholders' meeting sets the period for which the dividends will be paid and date of payment of dividends. The date of payment of dividends can be fixed by the decision of the General Shareholders' meeting, accepted by the majority but

not less than two-thirds of the votes who took part in the general meeting. In case when date of the payment of dividends is not defined by the General Shareholders' meeting it should not exceed 60 days from the date of decision-making about announcement and payments of dividends. If the terms of pay out dividends on simple (ordinary) shares, determined by the General Shareholders' meeting, comes up to more than sixty days, in case of advance payment of dividends (comprehensively or partially), dividends are paid simultaneously to all shareholders –to the owners of simple (ordinary) shares in the proportion to the amount of owned shares.

The dividend amount is declared in BYR per share. The dividends are paid out in monetary unit of the Republic of Belarus, and by General Shareholders' meeting decision and with consent of its recipients- in accordance with established order in goods, security papers or in other property.

The list of shareholders entitled to receive dividends shall be made on the basis of the same register of security papers owners, which was based on the same list of persons entitled to participate in the General Shareholders' meeting, who decided about dividends payment.

Information on time and place of dividends payment is brought to the attention of shareholders in the same order in which they are informed about the General Shareholders' meeting. Upon shareholder's application dividends due to him are sent by postal order or transferred to his bank account. Costs of delivery (transfer) are covered by the Company within the Republic of Belarus.

Dividends on shares of the Republic of Belarus for the tax year transferred to the national budget till the 1<sup>st</sup> of May of a year, following the tax year, unless otherwise provided by the legislative acts.

82. The company has no right to take decision about announcement, dividends payment and to pay out dividends if:

the Charter fund is not paid in full;

the value of net assets is less than the amount of charter fund and reserve fund or will become less than their sum as a result of dividends payment;

the Company has a sustained character of disability in accordance with legislation of economic insolvency (bankruptcy) or if the mentioned character will appear in the Company a result of dividends payment;

the purchase of Company's shares is not completed at the request of its shareholders in accordance with paragraph 20 of the present Charter.

#### CHAPTER 14. FINANCIAL ACCOUNTING AND REPORTING, COMPANY'S DOCUMENTS. INFORMATION ABOUT THE COMPANY.

In the Company in accordance with legislation and according to the formed accounting policy, the accounting, and other accounting of financial and business operations its branches and representative offices are obtained and

carried out, the book-keeping report (financial) statistical and other reports are made and presented.

The Company and its executive body are bear responsibility in accordance with legislation for the organization, condition and reliability accounting in the Company, representation of the book-keeping report (financial) statistical and other reports to the appropriate bodies (organizations) in time.

84. The Company documents are the charter of the company and other documents stipulated by legislative acts, Company's local normative legal acts provided by legislative acts regulated it's business and also documents which availability is required with accordance with legislation.

The Company according to the procedure established by the legislation about archiving is obliged to keep its documentation in the location of its executive body, or at any other place determined by the legislative acts.

Information about Company's results of financial and operational activities is considered as non-public information in the securities market until its publishing in mass media or otherwise making available to the general public.

The members of Supervisory Board, the General Director, members of the Company's Audit Commission, employees of audit organization (auditor-entrepreneur), audit companies, other individuals who has access to such information in virtue of official position, employment duties or civil law agreement are individuals who disposed information located in third part of the present paragraph.

Individuals are mentioned in the fourth part of the present paragraph has not got right to pass non-public information in the securities market to the third persons, except cases provided by legislative acts, and also to alienate Company's securities within 6 months from the date of purchase. This individuals bear responsibility with accordance to legislative acts for illegal distribution of this information.

85. The Company is obliged to publish annual report for the general public in the amount determined by legislation.

86. The Company is obliged to public audit report in cases and manner determined by legislation. If published audit is amended in consequence of additional audit or inspections by relevant supervisory agency such changes should be published by Company in a manner of publication of inflective audit conclusion.

87. The Company's shareholders are provided the information which contained in the Company's documentation within 7 days from the date of circulation.

The Company's shareholders can acquaint with the information about the Company directly in the Company or to get this information by postal service.

The shareholders who own in the aggregate at least 25% of the shares have access to accounting documents. The information about the Company's financial and operational activities can't be provided to the Company's shareholders except cases provided by legislation, during the period when it is recognized as non-public information in the securities market.

For the providing shareholders with information by the Company, in the form of document's duplicate, they will be charged the amount of which shall not exceed the cost of making the copies and their delivery. The governmental representatives are provided with copies of this documents free of charge.

## CHAPTER 15. REORGANIZATION AND LIQUIDATION OF THE COMPANY.

88. Reorganization of the Company can be made by the decision of General Shareholders' meeting also in the cases and manner provided by legislative acts, - by the decision of authorized governmental body, including the court. Reorganization of the Company can be made in the form of merging, accession, division, split-off, reorganization.

In cases provided by legislative acts, reorganization of the company can be made only with consent of authorized governmental bodies.

89. The company notifies its creditors in written form within 30 days from the decision date, about settlement of decision by the Shareholders' meeting, and when Company's reorganization takes place in the form of merging or accession- - within the decision date the late of the entities involved in merging or accession. Other individuals are notified about adopted decision of reorganization of the Company during the conclusion of the treaty.

90. The Company is considered as reorganized, except the cases of reorganization in the form of accession from the date of state registration recent business companies or entities of other legal form of organization in the manner, provided by legislative acts.

During the reorganization of the Company in the form of accession to another entity, The Company is considered reorganized from the date of entering the record about the termination of activity of affiliated entity in Unified State Register of entities and entrepreneurs.

91. The Company can be liquidated in accordance with present charter the decision of General Shareholders' meeting, which was adopted in accordance with legislative acts.

In the cases and manner, established by the legislative acts, the liquidation of the Company is performed by the decision of registration authority or by court decision.

92. The General Shareholders' meeting who made a decision about the Company liquidation, shall appoint liquidation commission (liquidating agent) and establish order and date of the Company liquidation.

Starting with the date of appointment of the Company liquidation commission (liquidating agent), the authority of the administration of affairs, including the affairs of the Company's General Director are passed to it.

The liquidation commission (liquidating agent) appear in court on behalf of the Company and resolve all problems about Company liquidation within the limits of powers as established by legislation.

93. After finishing settlements with creditors the remaining property is distributed by liquidation commission (liquidating agent) between shareholders in the following priority order:

first of all to pay out for the Company's callable shares at a price approved by the General Shareholders' meeting in accordance with paragraph 19 of the present Charter;

secondarily to distribute property between the shareholders in proportion to their shares.

The requirements of second extension of shareholders satisfied after full satisfaction of the first extension. If the remaining property is not enough for satisfaction requirements of the one line in full, the requirements are satisfied at the expense of existing property in proportion to the demands of this shareholders.

94. The Company liquidation is considered accomplished and the Company is considered liquidated since the date of making an entry by the registration authority in the Unified State Register of entities and entrepreneurs, about its exclusion from this Register.

In the present Charter  
44 (forty four) pages  
are numbered, threaded up and sealed.

Head of Legal Department  
Joint Stock Company  
“Belaruskali”

*Signature*  
V. Shumak

Seal  
*Republic of Belarus*  
*City of Soligorsk*  
*Minsk Region*  
*Joint Stock Company*  
*“Belaruskali”*