

Approved“ 17 ” February 2015 . Registered “ 2 ” April 2015 .

State registration number

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The sole member of TTB Invest Production  
Limited Liability Company

(specify the state registration number assigned to the issue (additional issue)  
of securities)

Resolution

No. 3

date  
d “ 17 ” February 2015 .

Bank of Russia

(name of the registering authority)

(title and signature of the authorized  
person of the registering authority)

Seal of the registering authority

## SECURITIES PROSPECTUS

TTB Invest Production Limited Liability Company

documentary non-convertible interest-bearing bonds payable to bearer subject to mandatory centralized safekeeping of series 01 consisting of five million (5,000,000) bonds having a nominal value of one thousand (1,000) rubles each with a maturity on one thousand eight hundred twentieth (1,820th) day from the commencement date of placement of the bonds publicly offered and callable at the owners' request

Information contained herein is subject to  
disclosure as specified by the Russian Federation laws  
on securities

THE REGISTERING AUTHORITY SHALL NOT BE RESPONSIBLE FOR  
ACCURACY OF THE INFORMATION CONTAINED HEREIN AND BY  
REGISTRATION OF THIS SECURITIES PROSPECTUS IT DOES NOT EXPRESS  
ITS OPINION ON THE PLACED SECURITIES

### HIGH-RISK INVESTMENTS

Acquirement of the bonds of this issue is associated with an increased risk given that the scope of the issuer's bonds covenants exceeds the cost of the issuer's net assets

<u>Director General</u>	<u>T.A. Stukalova</u>
	(signature)
Date “ <u>20</u> ” <u>March</u> 20 <u>15</u> .	
<u>Director General of National Consulting Group, Limited Liability Company providing accounting services to TTB Invest Production under Accounting and Tax Treatment Service Contract w/o No. dated 1 November 2014</u>	<u>O. A. Usova</u>
	(signature)
	L. S.
Date “ <u>20</u> ” <u>March</u> 20 <u>15</u> .	

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## Introduction

*TTB Invest Production Limited Liability Company (hereinafter referred to as the “Issuer”).*

*Full corporate name of the Issuer: TTB Invest Production Limited Liability Company.*

*Location of the Issuer: 23 Osennyaya St., premises I, room 16, Moscow, 121609.*

*The Issuer was established on 10 October 2014 for an indefinite term. The Issuer's principal activity is investing into securities.*

*No equity securities have been placed by the Issuer.*

a) key information on the securities placed by the Issuer, in respect of which the Prospectus is to be registered:

Type, category, series (for bonds) and other identification attributes of the securities:

*documentary non-convertible interest-bearing bonds payable to bearer subject to mandatory centralized safekeeping of series 01 and callable at the owners' request (hereinafter collectively referred to as the “Bonds” and individually as the “Bond” or the “Bond of the Issue”).*

Number of the securities to be placed:

*Five million (5,000,000) pcs*

Nominal value:

*Nominal value of each Bond: One thousand (1,000) rubles*

*Scope of the securities to be placed in terms of nominal value: Five billion (5,000,000,000) rubles*

Order and terms of placement:

*Method of the Bonds placement: public offering*

Commencement date of placement or procedure for its determination:

*Commencement date of the Bonds placement shall be determined by a resolution of the Issuer's authorized management body after state registration of the Bonds issue.*

*Furthermore, the Bonds placement shall commence not earlier than the date of disclosure of information on the Bonds issue state registration, specifying the procedure for access to the information contained in the Bonds Prospectus (hereinafter referred to as the “Prospectus”) subject to the requirements of the Federal Law On Securities Market and the regulations on financial markets, as well as pursuant to Clause 11 of the Bonds Issue Resolution (hereinafter referred to as the “Resolution authorising the issue”) and Clause 2.9. of the Prospectus, and not earlier than the date from which the Issuer provides access to the Prospectus.*

*Information on the Bonds issue state registration shall be disclosed by the Issuer in the form of a message on the Bonds issue state registration, specifying the procedure for access to the information contained in the Securities Prospectus.*

*This message on the Bonds issue state registration, specifying the procedure for access to the information contained in the Prospectus shall be posted by the Issuer within the following terms after the date of posting of information on the Bonds issue state registration on the registering authority's website, or the date on which the Issuer receives a written notice on the Bonds issue state registration from the registering authority to be made by post, facsimile, or other means of electronic communication, delivery by hand, whichever is the earlier:*

*- on an information resource to be updated in real time and provided by an information agency duly authorized to arrange disclosure of information on the securities market (hereinafter referred to as the “news feed”) – at least within One (1) day;*

*- on the Issuer's page on the Internet information and telecommunications network - <http://tbinvestproduction.ru>; <http://www.e-disclosure.ru/portal/company.aspx?id=35006> (hereinafter collectively referred to as the “Issuer's page on the Internet”) – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

***A message on the commencement date of the Bonds placement shall be posted by the Issuer subject to the requirements of the Regulations on Information Disclosure by Issuers of Equity Securities approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia, dated 4/10/2011, within the following terms:***

- in the news feed – at least within Five (5) days before the commencement date of the Bonds placement;***
- on the Issuer's page on the Internet – at least within Four (4) days before the commencement date of the Bonds placement.***

***However, posting on the page on the Internet shall be made after publication in the news feed.***

***The Issuer shall notify the Exchange and the National Settlement Depository (NSD) about a certain commencement date of the Bonds placement at least within Five (5) days before the commencement date of the securities placement.***

***The commencement date of the Bonds placement may be changed by resolution of the Issuer's sole executive body, provided that the requirements to the procedure for disclosure of information on change of the commencement date of the Bonds placement, as determined by the laws of the Russian Federation, the Resolution authorising the issue and the Prospectus, are met.***

***Should the Issuer resolve to change the commencement date of the Bonds placement, as determined by the Resolution authorising the issue and the Prospectus, the Issuer shall post a message on change of the commencement date of the Bonds placement pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.***

***The Issuer shall notify the Exchange and the NSD about change of the commencement date of the Bonds placement at least within One (1) day before the corresponding date.***

Completion date of placement or procedure for its determination:

***Completion date of the Bonds placement shall be one of the following dates, whichever is the earlier:***

- a) Third (3rd) business day from the commencement date of the Bonds placement;***
- b) date of the last Bonds placement.***

***Other information on the procedure for the Bonds placement is specified in Clause 8.3 of the Resolution authorising the issue, Clauses 2.5, 2.7 and 9.1.1 of this Prospectus.***

Placement price or procedure for its determination:

***The Bonds placement price shall be equal to One thousand (1,000) rubles per Bond (100% nominal value). Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds (hereinafter referred to as the "ACI") when purchasing the Bonds, to be determined by the following formula:***

$$ACI = Nom * C * ((T - T0) / 365) / 100\%, \text{ where}$$

***ACI - accrued coupon income, rub.***

***Nom - nominal value of one Bond, rub.;***

***C - coupon interest rate for the first coupon period, per cent per annum;***

***T - date of the Bonds placement;***

***T0 - commencement date of the Bonds placement.***

***The ACI amount per Bond shall be determined accurate to one kopeck (rounded in accordance with the mathematical rounding rules; therefore, the mathematical rounding rule should be understood as the rounding-off method, where the whole kopeck (whole kopecks) is (are) not changed, if the first digit after the rounded one equals 0 to 4, and is (are) changed, increasing by one, if the first digit after the rounded one equals 5 to 9).***

Terms of security (for secured bonds):

***No security is provided for the Bonds.***

Terms of conversion (for convertibles)

***The Bonds are not convertible.***

***Other information on the securities being placed (including the form, term and procedure for bonds redemption and income payment in relation thereto) are specified in Sections II and IX hereof, Clauses 9.1-9.5 of the Resolution authorising the issue.***

b) key information on the securities placed by the Issuer, in respect of which the Prospectus is to be registered (if the securities prospectus is registered afterwards (following state registration of the placement report on securities issue (additional issue): type, category, series (for bonds) and other identification attributes of the securities, number of the securities to be placed, nominal value (if nominal value is to be stated pursuant to the Russian Federation laws), terms of security (for secured bonds), terms of conversion (for convertibles):

***No information is indicated as the Prospectus is registered simultaneously with registration of the Bonds issue.***

c) core objectives of the issue and intended use of the receipts from equity securities placement, if the prospectus is registered with respect to the securities placed through public or private offering:

***Receipts from the Bonds placement are expected to be used for corporate-wide needs and development of the Issuer's business.***

***The Issuer shall place the Bonds for any purpose other than financing a certain transaction (related transactions) or other transaction.***

d) other information that the Issuer deems necessary to specify in the introduction:

***other information is missing***

***This Prospectus contains estimates and forecasts of the Issuer's authorized management bodies regarding future events and/or actions, prospects for development of the economic sector in which the Issuer carries out its core business, and the operating results of the Issuer, including the Issuer's plans, certain event probability and performance of certain actions. Investors should not fully rely on estimates and forecasts of the Issuer's management bodies, seeing that the actual future operating results of the Issuer may differ from the expectations for many reasons. Acquisition of the Issuer's securities is associated with the risks described herein.***

## **I. Brief information on the members of the Issuer's management bodies, information on bank accounts, on the Issuer's auditor, appraiser and financial adviser, as well as on other signatories of the Prospectus**

### **1.1. Members of the Issuer's management bodies**

Surname, given name, patronymic, year of birth of each member of each management body of the Issuer, provided for by the Issuer's constituent documents, except for the general meeting of the Issuer's shareowners (members), including information on members of the Issuer's board of directors (supervisory board), specifying its chairman, collegial executive body of the Issuer (management board, directorate), as well as information on the person holding the position (performing the functions) of the Issuer's sole executive body (director, general director, president) (hereinafter referred to as the "management bodies"):

*No board of directors is provided for by the Issuer's Articles of Association (hereinafter referred to as the "Articles of Association"), approved by Resolution on Incorporation of the Founder No. 1 dated 19 September 2014.*

Information on the person holding the position of the sole executive body:

<b>Surname, given name, patronymic</b>	<b>Year of birth</b>
<b>Stukalova, Tatiana Alexandrovna</b>	<b>1975</b>

*No collegial executive body is provided for by the Issuer's Articles of Association.*

### **1.2. Information on the Issuer's bank accounts**

Full and short corporate names, location, taxpayer's identification number of each credit institution, where the Issuer's has opened its settlement and other accounts, numbers and types of these accounts, as well as the Bank Identification Code (BIC) and the correspondent account number of the credit institution are to be indicated. The specified information shall be disclosed in relation to all settlement and other accounts of the Issuer, and if their number is more than 3 - in respect of at least 3 settlement and other accounts of the Issuer, which it considers to be the key ones.

Information on credit institution

Full corporate name: ***CREDIT BANK OF MOSCOW (public joint-stock company)***

Short corporate name: ***CREDIT BANK OF MOSCOW PJSC***

Location: ***2 Lukov Lane, bld. 1, Moscow, 107045***

INN: ***7734202860***

BIC: ***044585659***

Account number: ***40701810600760009364***

Corr. account: ***3010181030000000659***

Account type: ***ruble settlement account***

### **1.3. Information on the Issuer's auditor (auditors)**

Information on the auditor that carried out an independent audit of the Issuer's accounting (financial) statements for the last three financial years then ended and prepared the relevant auditor's opinions contained in the Securities Prospectus:

Full corporate name: ***Expert Audit, Limited Liability Company***

Short corporate name: ***Expert Audit, LLC***

INN: ***7701793696***

OGRN: ***1087746874929***

Location: ***16 Olkhovskaya St., bld. 6, Moscow, 105066***

Phone: ***(495) 518-2158***

Fax: ***(495) 518-2158***

E-mail: ***[audit76@list.ru](mailto:audit76@list.ru)***

Full name of the self-regulating organization of auditors, of which the Issuer's auditor is (was) a member: ***Non-Profit Partnership "Auditor Association Sodruzhestvo", self-regulatory organization of auditors***  
Location of the self-regulating organization of auditors, of which the Issuer's auditor is (was) a member: ***21 Michurinsky Ave., bld. 4, Moscow, Russian Federation, 119192***

Financial year (years) or other reporting period(s) for which the auditor carried out an independent audit of the Issuer's accounting (financial) statements: ***inductive accounting (financial) statements as of 10 October 2014.***

Type of the Issuer's accounting (financial) statements audited by the independent auditor: ***inductive accounting (financial) statements***

Factors that may affect the independence of the auditor from the Issuer, including information on material interests linking the auditor (the auditor's officials) and the Issuer (the Issuer's officials) together:

Presence of equity shares held by the auditor (the auditor's officials) in the Issuer's authorized capital (unit trust): ***there is none of such equity shares***

The Issuer's lending to the auditor (the auditor's officials): ***no lending occurred***

Presence of close business relationship (participation in promotion of the Issuer's products (services), participation in joint venturing, etc.), as well as family ties: ***the above relationship is absent, no family ties.***

Information on the Issuer's officials concurrently acting as the auditor's officials (the auditor): ***there is none of such officials***

Measures taken by the Issuer and the auditor to reduce the effect of these factors:

***Seeing that there are no factors that may affect the independence of the auditor from the Issuer as of the date of the Prospectus approval, no information is provided on the measures taken by the Issuer and the auditor to reduce the effect of these factors in this Clause hereof.***

***However, if such factors arise afterwards, the Issuer's careful consideration of a nominee for independence as an auditor from the Issuer and absence of the listed factors shall be regarded as the key measure taken by the Issuer to reduce the effect of these factors.***

Procedure for selection of the Issuer's auditor:

Existence of a tender process related to selection of the auditor, and its principal provisions: ***there is no tender process related to selection of the Issuer's auditor***

Procedure for nomination of an auditor for approval by the general meeting, including the management body making the relevant resolution:

***An auditor shall be nominated pursuant to the provisions of the Federal Law On Limited Liability Companies. The issue to approve a nominee to act as the Issuer's auditor shall pertain to the competence of the general meeting of members (Subclause 5 of Clause 10.2 of the Issuer's Articles of Association). The resolution on this issue shall be adopted by a majority vote of the total number of votes of the members (Clause 10.4 of the Issuer's Articles of Association).***

Information on the works carried out by the auditor in terms of a special-purpose audit engagement: ***there is none of such works***

Procedure for determination of the auditor's fee: ***the auditor's fee shall be determined under the contract between the Issuer and the auditor. The issue to determine the auditor's fee shall pertain to the competence of the General Meeting of the Issuer's members.***

The actual amount of fee paid by the Issuer to the auditor as of the end of each financial year or other reporting period for which the auditor carried out an independent audit of the Issuer's book records and financial (accounting) statements:

*The actual amount of fee paid by the Issuer to the auditor for an independent audit of the inductive accounting (financial) statements as of 10 October 2014 was 20,000 rubles.*

Information on presence of deferred and overdue payments for the auditing services: *there is none of such deferred and overdue payments for the auditing services*

#### **1.4. Information on the issuer's appraiser**

*Appraiser (appraisers), for:*

*calculation of the market value of the placed securities;*

*calculation of the market value of the property by which the placed securities may be paid up;*

*calculation of the market value of the property to be pledged in relation to the Issuer's collateralized Bonds,*

*no property pledged by the Issuer for this purpose.*

#### **1.5. Information on the Issuer's advisors**

*Neither any financial advisor on the securities market nor any other persons rendering advisory services related to the issue of securities to the Issuer and acting as signatories of the Securities Prospectus, have been engaged by the Issuer.*

*There are no other advisors of the Issuer, disclosure of information on whom, in the Issuer's opinion, is material for resolving on acquirement of the Issuer's securities.*

#### **1.6. Information on other signatories of the Securities Prospectus**

Information on the persons who have provided security for the bonds of the issue and other persons acting as signatories of the Securities Prospectus and not stated in the previous Clauses of this Section:

full corporate name: *National Consulting Group, Limited Liability Company*

short corporate name: *National Consulting Group LLC*

location: *22 Kozikhinskiy B. Lane, bld. 1, Moscow, 123001*

INN: *7710541783*

OGRN: *1047796330878*

phone: *+7(495) 912 38 23*

fax: *no fax number*

*It is not a professional securities trader and has no disclosure obligations.*

Surname, given name, patronymic *Usova, Olga Anatolievna*

Year of birth: *1972*

Primary employment: *National Consulting Group, Limited Liability Company*

Title: *Director General*

## **II. Brief information on scope, terms, procedure and conditions of placement for each type, category of the securities to be placed**

### **2.1. Type, category, series and form of the securities to be placed**

Type of the securities to be placed: *bonds*

Series: *01*

Other identification attributes: *Documentary non-convertible interest-bearing bonds payable to bearer subject to centralized safekeeping of series 01 (hereinafter collectively referred to as the "Bonds" and individually as the "Bond" or the "Bond of the Issue") and callable at the owners' request*

Redemption term:

*The One thousand eight hundred twentieth (1,820th) day from the commencement date of the Bonds placement (hereinafter referred to as the "Redemption Date").*

*If the Bonds Redemption Date falls on a non-business holiday or a day off - regardless of whether it is a national holiday or a non-banking day - the relevant amount shall be transferred on the first business day following this non-business holiday or day off. A Bondowner shall not be entitled to demand interest accrual or any other compensation for this delay in payment.*

Completion date:

*Commencement and completion dates of the Bonds redemption are the same.*

Form of the securities to be placed: *documentary bonds payable to bearer subject to mandatory centralized safekeeping*

### **2.2. Nominal value of each type, category, series of equity securities to be placed**

*Nominal value of each Bond: One thousand (1,000) rubles*

### **2.3. Estimated scope of the issue expressed in monetary terms and number of the equity securities to be placed**

Number of the securities to be placed: *Five million (5,000,000) pcs*

Scope of the securities to be placed in terms of nominal value: *Five billion (5,000,000,000) rubles*

If simultaneously with the securities placement, it is planned to offer for acquirement, including outside the Russian Federation, previously placed (circulating) securities of the Issuer of the same type and category through placement of the corresponding depository securities of a foreign issuer, the number of placed (circulating) securities of the Issuer, which is planned to be offered for acquirement, and their scope in terms of nominal value shall be specified: *it is not planned to do this*

### **2.4. Placement price (procedure for its determination) for equity securities**

If the securities are placed by subscription, the placement price (prices) or the procedure for its (their) determination shall be disclosed:

*The Bonds placement price shall be equal to One thousand (1,000) rubles per Bond (100% nominal value). Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds (hereinafter referred to as the "ACI") when purchasing the Bonds, to be determined by the following formula:*

*$ACI = Nom * C * ((T - T_0) / 365) / 100\%$ , where*

*ACI - accrued coupon income, rub.*

*Nom - nominal value of one Bond, rub.;*

*C - coupon interest rate for the first coupon period, per cent per annum;*

*T - date of the Bonds placement;*

*T0 - commencement date of the Bonds placement.*

*The ACI amount per Bond shall be determined accurate to one kopeck (rounded in accordance with the mathematical rounding rules; therefore, the mathematical rounding rule should be understood as the rounding-off method, where the whole kopeck (whole kopecks) is (are) not changed, if the first digit after the rounded one equals 0 to 4, and is (are) changed, increasing by one, if the first digit after the rounded one equals 5 to 9).*

If the pre-emptive right is granted during placement of the securities of the issue (additional issue), the placement price or the procedure for its determination shall be disclosed to the persons having this pre-emptive right: *no pre-emptive right to the Bonds is provided for.*

## **2.5. Order and terms of equity securities placement**

Commencement and completion dates of the securities placement or the procedure for determination of the term of the securities placement:

*Commencement date of the Bonds placement shall be determined by a resolution of the Issuer's authorized management body after state registration of the Bonds issue.*

*Furthermore, the Bonds placement shall commence not earlier than the date of disclosure of information on the Bonds issue state registration, specifying the procedure for access to the information contained in the Securities Prospectus subject to the requirements of the Federal Law On Securities Market and the regulations on financial markets, as well as pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9. of the Prospectus, and not earlier than the date from which the Issuer provides access to the Prospectus.*

*Information on the Bonds issue state registration shall be disclosed by the Issuer in the form of a message on the Bonds issue state registration, specifying the procedure for access to the information contained in the Securities Prospectus.*

*This message on the Bonds issue state registration, specifying the procedure for access to the information contained in the Securities Prospectus shall be posted by the Issuer within the following terms after the date of posting of information on the Bonds issue state registration on the registering authority's website, or the date on which the Issuer receives a written notice on the Bonds issue state registration from the registering authority to be made by post, facsimile, or other means of electronic communication, delivery by hand, whichever is the earlier:*

*- on an information resource to be updated in real time and provided by an information agency duly authorized to arrange disclosure of information on the securities market (hereinafter referred to as the "news feed") – at least within One (1) day;*

*- on the Issuer's page on the Internet information and telecommunications network - <http://ttbinvestproduction.ru>; <http://www.e-disclosure.ru/portal/company.aspx?id=35006> (hereinafter collectively referred to as the "page on the Internet") – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

*A message on the commencement date of the Bonds placement shall be posted by the Issuer subject to the requirements of the Regulations on Information Disclosure by Issuers of Equity Securities approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia, dated 4/10/2011, within the following terms:*

*- in the news feed – at least within Five (5) days before the commencement date of the Bonds placement;*

*- on the page on the Internet – at least within Four (4) days before the commencement date of the Bonds placement.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The Issuer shall notify the Exchange and the National Settlement Depository (NSD) about a certain commencement date of the Bonds placement at least within Five (5) days before the commencement date of the securities placement.*

*The commencement date of the Bonds placement may be changed by resolution of the Issuer's sole executive body, provided that the requirements to the procedure for disclosure of information on change of the commencement date of the Bonds placement, as determined by the laws of the Russian Federation, the Resolution authorising the issue and the Prospectus, are met.*

*Should the Issuer resolve to change the commencement date of the Bonds placement, as determined by the Resolution authorising the issue and the Prospectus, the Issuer shall post a message on change of the commencement date of the Bonds placement pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall notify the Exchange and the NSD about change of the commencement date of the Bonds placement at least within One (1) day before the corresponding date.*

Completion date of placement or procedure for its determination:

*Completion date of the Bonds placement shall be one of the following dates, whichever is the earlier:*

- a) Third (3rd) business day from the commencement date of the Bonds placement;*
- b) date of the last Bonds placement.*

Method of the securities placement: *public offering.*

Existence of the pre-emptive right to the securities to be placed and date of the list of persons having this pre-emptive right: *no pre-emptive right to the placed Bonds is provided for.*

if the public securities offering makes it possible to acquire them outside the Russian Federation, including through acquirement of foreign securities, - whether this option exists or not: *the above option does not exist*

other material (in the Issuer's opinion), terms of the securities placement: *none*

Should the securities be placed by the Issuer with engagement of persons rendering services for placement and/or ensuring the securities placement, the following shall be stated for each of these persons:

*Institution that renders services to the Issuer for ensuring placement and the Bonds placement (heretofore and hereinafter referred to as the "Underwriter") is the following:*

Full corporate name: *RON Invest, Limited Liability Company*

Short corporate name: *RONIN, LLC*

INN: *7718686491*

OGRN: *1087746130823*

Location: *23 Kazakova St., building 1, Moscow, 105064*

Postal address: *23 Kazakova St., building 1, Moscow, 105064*

License number: *177-11090-100000 (for brokerage activities)*

Date of issue: *18 March 2008*

Validity period: *without limitation as to period of validity*

Issuing authority *Central Bank of the Russian Federation (Bank of Russia)*

Core duties of the Underwriter, including:

- 1. development of parameters, terms of issuance and placement of the Bonds;*
- 2. preparation of draft documents required for placement and circulation of the Bonds;*
- 3. preparation, arrangement and holding of marketing and presentation events before the Bonds placement;*
- 4. consulting on issues related to the requirements of the applicable laws of the Russian Federation required for the procedure for issuing the Bonds, their placement, circulation and redemption, including providing advice when disclosing information at the stages of the procedure for issuing the securities and assisting in preparation of the relevant advisory messages; implementation of other actions necessary to place the Bonds.*
- 5. receipt (collection) of written proposals (offers) from prospective acquirers to enter into Preliminary Contracts (if the Bonds are placed by Book Building);*

6. *entering into Preliminary Contracts by sending positive responses (acceptances) of the Issuer to (of) proposals (offers) to enter into Preliminary Contracts (if the Bonds are placed by Book Building) to prospective acquirers, as determined at the Issuer's discretion;*
7. *satisfaction of purchase bids for the Bonds on behalf and at the expense of the Issuer subject to the contractual terms and the procedure established by the Resolution authorising the issue and the Prospectus;*
8. *informing the Issuer about the number of actually placed Bonds, as well as the amount of receipts from sale of the Bonds;*
9. *transfer of funds received by the Underwriter from acquirers of the Bonds in payment for them to the Issuer's account, subject to the terms of the concluded contract;*
10. *implementation of other actions necessary to fulfill its obligations to place the Bonds, subject to the laws of the Russian Federation and the contract between the Issuer and the Underwriter.*

being under the obligations to acquire the securities not placed in time, and if this obligation exists - also the number (procedure for determination thereof) of securities not placed in time, which the specified person is required to purchase, and the term (procedure for determination thereof) upon expiry of which the above person is obliged to purchase the stated number of securities: *a person who renders services to the Issuer for the Bonds placement and ensuring this placement is not required to do so*

being under the obligations related to maintenance of prices for the placed securities at a certain level within a certain period after completion of their placement (stabilization), including obligations related to rendering of market maker services, and if this obligation exists - also the term (procedure for determination thereof) during which the above person is required to stabilize prices or provide market maker services: *a person who renders services to the Issuer for the Bonds placement and ensuring this placement is not required to maintain prices for the Bonds at a certain level within a certain period after completion of their placement (stabilization).*

*If the Bonds are included in the MICEX Stock Exchange Quotation List, the Issuer and the Underwriter may enter into a contract for fulfillment of market maker obligations with respect to the Bonds until they are in the MICEX Stock Exchange Quotation List. A market maker shall maintain the Bonds in the MICEX Stock Exchange until the Bonds are in the MICEX Stock Exchange Quotation List, as stipulated by the above contract, by setting and maintaining bilateral quotes on the Bonds for their purchase and sale.*

being entitled to purchase additional number of the Issuer's securities from the number of placed (circulating) securities of the same type and category as the placed securities are; this right may be either exercised or not depending on the results of the securities placement, and if there is such a right - an additional number (procedure for determination thereof) of the securities that may be acquired by the above person, and the term (procedure for determination thereof) during which the above person may exercise the right to purchase additional number of the securities: *a person who renders services to the Issuer for the Bonds placement and ensuring this placement is not entitled to purchase additional number of the Issuer's securities from the number of placed (circulating) securities*

the amount of fee for the above person, and if this fee (part thereof) is paid to this person for the services related to maintenance of prices for the placed securities at a certain level within a certain period after completion of their placement (stabilization), including market maker services, - also the amount of this fee: *the amount of fee for a person who renders services to the Issuer for the Bonds placement and ensuring this placement shall not exceed One per cent (1%) of the nominal value of the Bonds issue (including fee for the services related to maintenance of prices for the placed securities at a certain level within a certain period after completion of their placement (stabilization), including market maker services, provided that a relevant contract is signed).*

If simultaneously with the securities placement, it is planned to offer for acquirement, including outside the Russian Federation, previously placed (circulating) securities of the Issuer of the same type and category through placement of the corresponding foreign securities, the following shall be additionally stated: *it is not planned to do this*

## **2.6. Order and terms of payment for the equity securities to be placed**

If the securities are placed by subscription, the term, form (monetary assets, non-monetary assets) and order of payment for the securities to be placed shall be stated:

***The Bonds shall be paid up by money transfer in the Russian Federation currency subject to the clearing rules of the Clearing Organization.***

***Cash settlements of purchase and sale transactions in relation to the Bonds when they are placed shall be made on delivery versus payment terms through the NSD subject to the Rules for Clearing Activities of the Clearing Organization on the securities market. Cash settlements of purchase and sale transactions in relation to the Bonds when they are placed shall be made on the date of the relevant transactions.***

***In this case, the funds must be reserved on trading accounts of the Traders with the NSD in the amount sufficient to make full payment for the Bonds stated in the purchase bids for the Bonds, including all necessary commission fees, and starting from the second day of placement, also including ACI.***

***The funds received from the Bonds placement on the Exchange shall be credited to the Underwriter's account with the NSD.***

Credit institution:

Full name: ***Non-Bank Credit Organization Closed Joint-Stock Company National Settlement Depository***

Short name: ***NCO CJSC NSD***

Location: ***12 Spartakovskaya St., Moscow***

Postal address: ***12 Spartakovskaya St., Moscow, 105066***

BIC: ***044583505***

Corr. account: ***30105810100000000505***

INN: ***7702165310***

KPP (Tax Registration Reason Code): ***775001001***

***The following entity acts as the Underwriter of the Bonds:***

Full corporate name: ***RON Invest, Limited Liability Company***

Short corporate name: ***RONIN, LLC***

Account owner: ***RONIN, LLC***

Account number: ***30411810900001001038***

***The Underwriter shall transfer the funds received from the Bonds placement to the Issuer's account within the term established by the agency contract for the Bonds placement on the Exchange.***

The currency of payment shall be indicated if it is made in cash.

***The Bonds shall be paid up by money transfer in the Russian Federation currency.***

If it is possible to pay for shares, as well as for bonds, by non-monetary assets (securities or other property or any rights therein, or any other rights having monetary value), a list of property that may be used as payment for the securities being placed and information on the appraiser (a list of possible appraisers) engaged to calculate the market value thereof: ***Payment for the Bonds by non-monetary assets is not provided for.***

Should the order of payment for the securities to be placed provide for possible payment by installments, the amount and term of payment shall be additionally stated for each payment: ***Payment for the Bonds by installments is not provided for.***

Disclose other material (in the Issuer's opinion) terms of payment for the securities being placed: ***no such terms exist***

## **2.7. Order and terms of contract execution during the equity securities placement**

If the securities are placed by subscription, the order and terms of contract execution during the equity securities placement, including the form and method of contract execution, place and time of execution shall be described:

***The Bonds shall be placed by concluding purchase and sale transactions at the Bonds placement price specified in Clause 8.4 of the Resolution authorising the issue and Clause 2.4 of the Prospectus (the "Placement Price").***

*The Bonds placement transactions shall be concluded with the Closed joint-stock company “MICEX Stock Exchange” (hereinafter referred to as the “Stock Exchange”, “MICEX Stock Exchange”) by executing address limit orders for Bonds purchase bids using the Exchange trading system (hereinafter - the “Trading System”) subject to the Rules of Securities Trading of the Closed joint-stock company “MICEX Stock Exchange” (hereinafter referred to as the “Exchange Trading Rules”, “Exchange Rules”).*

*The address limit orders for Bonds purchase and counter-address limit orders for Bonds sale shall be submitted using the Trading System electronically, and a simple written form of the contract shall be deemed to be observed. The Bonds placement transaction shall be deemed concluded upon its registration in the Trading System.*

*No separate written notices (messages) about satisfaction (refusal) of bids are sent to the Traders.*

If the securities are placed by subscription through trade, the name of the person that arranges the trade (the issuer or a designated company) shall be indicated. Should the trade be arranged by a designated company, its full and short corporate names and location shall be stated, and should it be arranged by a stock exchange or other trade organizer, the number, date of issue, validity of the license by which this stock exchange or other trade organizer is entitled to arrange trade on the securities market, as well as the license issuing authority shall be additionally specified.

***Information on the MICEX Stock Exchange:***

Full corporate name: *The Closed joint-stock company “MICEX Stock Exchange”*

Short corporate name: *CJSC “MICEX Stock Exchange”*

Location: *13 Bolshoy Kislovsky Lane, Moscow, 125009*

Postal address: *13 Bolshoy Kislovsky Lane, Moscow, 125009*

Date of state registration: *2/12/2003*

Registration number: *1037789012414*

State registration authority: *Interdistrict Inspectorate of the Ministry of Taxes and Levies of Russia No. 46 for Moscow*

License number of the Stock Exchange: *077-007*

Date of issue: *20/12/2013*

Validity period: *perpetual license*

Licensing body: *Central Bank of the Russian Federation (Bank of Russia)*

*If a prospective buyer is not the Exchange trading participant (hereinafter referred to as the “Trader”), this buyer must enter into an appropriate contract with any Trader and authorise the latter to purchase the Bonds. The Bonds prospective buyer, being the Trader, shall act independently.*

*To conclude purchase and sale transactions in relation to the Bonds being placed, the prospective buyer undertakes to open the corresponding securities account with the NSD or the Depository in advance (before the commencement date of the Bonds placement). The order and terms of opening securities accounts shall be determined by the provisions of the regulations of the respective Depositories.*

*Amendments and/or termination of contracts signed during the Bonds placement shall be made on the grounds and pursuant to the procedure provided for in Chapter 29 of the Civil Code of the Russian Federation.*

*Tenders shall be held in conformity with the Exchange Rules, registered subject to the established procedure and being effective on the trade date.*

*In this case, the Bonds may be placed in the form of a competitive tender for the coupon rate determination for the first coupon period (hereinafter referred to as the “Competitive Tender”) or by collecting address limit orders from the buyers intending to purchase the Bonds at the fixed price and at the coupon rate for the first coupon period, as preliminary determined by the Issuer pursuant to the terms and procedures stipulated by the Resolution authorising the issue and the Prospectus (hereinafter referred to as “Book Building”). The Issuer's sole executive body shall resolve on the order of the Bonds placement before the commencement date of the Bonds placement and this resolution must be disclosed pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

***The Issuer shall notify the Exchange of the adopted resolution at least within One (1) day from the date on which the Issuer's sole executive body resolved on the order of the Bonds placement before the commencement date of the Bonds placement.***

#### ***1) Competitive Tender for the Bonds placement***

***The Bonds placement transaction shall be deemed concluded on the commencement date of the Bonds placement after the Competitive Tender summarizing and shall be deemed terminated on the completion date of the Bonds placement. The Competitive Tender shall commence and end on the commencement date of the Bonds placement.***

***The coupon interest rate for the first coupon period of the Bonds shall be determined after summarizing of the Competitive Tender at the Exchange among prospective buyers of the Bonds on the commencement date of the Bonds placement.***

***The Traders shall submit the address limit orders for Bonds purchase using the Trading System, both at their own expense and at the expense and on behalf of the customers. Time and procedure for submitting orders for the Competitive Tender shall be determined by the Exchange in consultation with the Issuer and/or the Underwriter (as defined below).***

***Purchase orders for the Bonds shall be sent by the Traders to the Underwriter.***

***A purchase order must contain the following significant conditions:***

- buying price;***
- number of the Bonds;***
- coupon interest rate for the first coupon period;***
- settlement code used when concluding a securities transaction to be included in the clearing pool of the clearing organization under multilateral or simple clearing conditions, and determining that the security control procedure is carried out while the transaction is being conducted, and the settlement date for a securities transaction shall be the transaction date;***
- other parameters in accordance with the Exchange Rules.***

***The Bonds placement price specified in the Resolution authorising the issue and the Prospectus shall be determined as the buying price.***

***The number of the Bonds that a prospective buyer would like to acquire shall be determined as the number of the Bonds, should the Issuer's sole executive body assign the coupon interest rate for the first coupon period greater than or equal to the coupon interest rate specified in the bid for the first coupon period.***

***The coupon interest rate for the first coupon period (as a numerical expression rounded to two decimal digits) shall be determined as the coupon interest rate for the first coupon period, upon the Issuer's declaration of which a prospective buyer would be willing to purchase the number of the Bonds stated in the bid at the price of 100% nominal value.***

***In this case, the funds must be reserved on trading accounts of the Traders with the NSD in the amount sufficient to make full payment for the Bonds stated in the purchase orders for the Bonds, including all necessary commission fees.***

***Bids for the Competitive Tender that do not meet the above requirements shall be declined.***

***Upon completion of the period for submission of bids for the Competitive Tender, the Exchange shall prepare a consolidated register of orders for the securities (hereinafter referred to as the "Consolidated Register of Orders") and forward it to the Underwriter.***

***The Consolidated Register of Orders shall contain all relevant conditions of each bid – buying price, number of securities, date and time of bid receipt, bid number, acceptable coupon interest rate for the first coupon period, and other details subject to the Exchange Rules.***

***The Issuer's sole executive body shall resolve on the coupon interest rate for the first coupon period based on the analysis of the Consolidated Register of Orders received from the Underwriter. The Issuer shall notify the Exchange of its resolution adopted simultaneously with publication of the relevant message in the news feed (as this term is defined below).***

***Information on the coupon interest rate for the first coupon period shall be disclosed by the Issuer pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.***

***The Issuer shall inform the Underwriter and the NSD about the coupon interest rate for the first coupon period after publication thereof in the news feed.***

***After receiving the information on the coupon interest rate for the first coupon period from the Issuer, the Underwriter shall conclude transactions, as set forth by the Exchange Rules, by satisfying bids subject to the procedure established by the Resolution authorising the issue and the Prospectus, provided that only***

*those bids the coupon interest rate of which is less than or equal to the established coupon interest rate for the first coupon period.*

*The bids having minimal coupon interest rate shall take precedence in satisfaction over other purchase bids for the Bonds filed during the Competitive Tender.*

*If there are bids having equal coupon interest rate for the first coupon period, the bids that have been filed earlier shall take precedence in satisfaction. Unsatisfied bids of the Traders shall be rejected by the Underwriter.*

*After determining the coupon rate for the first coupon period and satisfying the bids filed during the Competitive Tender, the Traders, acting both at their own expense and at the expense and on behalf of the customers, may submit address limit orders for Bonds purchase at the Placement Price to the Underwriter within the term of placement, should an incomplete placement of the Bonds issue occur during the Competitive Tender. Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds to be calculated subject to Clause 8.4. of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.*

*The submitted purchase bids for the Bonds shall be completely satisfied by the Underwriter, if the number of the Bonds in the purchase bid for the Bonds does not exceed the number of unplaced Bonds (within the total number of the Bonds offered for placement). Should the scope of purchase bid for the Bonds exceed the number of remaining unplaced Bonds, this purchase bid for the Bonds shall be satisfied in the amount of the unplaced Bonds. Should the Underwriter place the total number of the Bonds offered for placement, the subsequent bids for the Bonds purchase shall not be satisfied.*

*It is impossible to acquire the Issuer's Bonds during their placement at the Issuer's expense.*

## **2) Book Building for the Bonds placement**

*Should the Bonds be placed by Book Building, the Issuer's sole executive body shall resolve on the coupon interest rate for the first coupon period before the Bonds placement date.*

*Information on the coupon interest rate for the first coupon period shall be disclosed by the Issuer pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall notify the Exchange and the NSD of the coupon rate for the first coupon period before the commencement date of the Bonds placement.*

*Book Building for the Bonds placement includes a request to general public for proposals (offers) to acquire the securities to be placed. Address limit orders for Bonds purchase from the Traders shall be deemed offers of the Traders to acquire the Bonds to be placed.*

*The response with respect to acceptance of proposals (offers) to acquire the Bonds to be placed shall be sent to the Traders, determined at the Issuer's discretion from the Traders who/that have made these proposals (offers) by counter-address limit orders. In this case, the Trader agrees that his/her/its bid may be fully or partially rejected or accepted.*

*On the commencement date of the Bonds placement, the Traders shall submit the address limit orders for Bonds purchase using the Trading System, both at their own expense and at the expense and on behalf of the customers, within the period for submitting purchase bids for the Bonds.*

*Time and procedure for address limit orders within the period for submitting bids shall be determined by the Exchange in consultation with the Issuer and/or the Underwriter.*

*Upon completion of the period for submitting purchase bids for the Bonds, the Exchange shall prepare a Consolidated Register of Orders and forward it to the Underwriter.*

*The Consolidated Register of Orders shall contain all relevant conditions of each bid – purchase price, number of securities, date and time of bid receipt, bid number, and other details subject to the Exchange Rules.*

*The Issuer shall determine the acquirers to whom/which it intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, based on the analysis of the Consolidated Register of Orders received from the Underwriter, and forward this information to the Underwriter.*

*After receiving the information on the acquirers to whom/which the Issuer intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, from the Issuer, the Underwriter shall conclude transactions with the acquirers to whom/which the Issuer intends to sell the Bonds by filing the address limit orders for Bonds' bids subject to the Exchange Rules, specifying the number of securities, which the Issuer intends to sell to this acquirer, in accordance with the procedure established by the Resolution authorising the issue and the Prospectus.*

*Therefore, the bids of those acquirers with whom/which, or with their customers (if the Bonds acquirer acts as an Acquiring Agent for the Bonds purchase during their placement) the Underwriter has entered into Preliminary Contracts (as this term is defined below), under which the prospective acquirer and the Underwriter undertake to sign the main contracts for the Bonds purchase and sale on the commencement date of the Bonds placement, shall take precedence in satisfaction, provided that such bids are filed by the above acquirers for the purposes of the Preliminary Contracts signed with them.*

*After execution of the orders submitted during the prescribed period, if the Bonds issue is incompletely placed, the Traders following its results, acting at their own expense and at the expense and on behalf of prospective acquirers, may submit address limit orders for Bonds purchase bids at the Placement Price to the Underwriter within the term of placement.*

*The Issuer shall consider such bids and determine the acquirers to whom/which it intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, and forward this information to the Underwriter.*

*After receiving the information on the acquirers to whom/which the Issuer intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, from the Issuer, the Underwriter shall conclude transactions with the acquirers to whom/which the Issuer intends to sell the Bonds by filing the address limit orders for Bonds' bids subject to the Exchange Rules, specifying the number of securities, which the Issuer intends to sell to this acquirer, in accordance with the procedure established by the Resolution authorising the issue and the Prospectus.*

*Therefore, the bids of those acquirers with whom/which, or with their customers (if the Bonds acquirer acts as an Acquiring Agent for the Bonds purchase during their placement) the Underwriter has entered into Preliminary Contracts, under which the prospective investor and the Underwriter undertake to sign the main contracts for the Bonds purchase and sale on the commencement date of the Bonds placement, shall take precedence in satisfaction, provided that such bids are filed by the above acquirers for the purposes of the Preliminary Contracts signed with them.*

*Purchase orders for the Bonds shall be sent by the Traders to the Underwriter.*

*A purchase order must contain the following significant conditions:*

- purchase price;*
- number of the Bonds;*
- settlement code used when concluding a securities transaction to be included in the clearing pool of the clearing organization under multilateral or simple clearing conditions, and determining that the security control procedure is carried out while the transaction is being conducted, and the settlement date for a securities transaction shall be the transaction date;*
- other parameters in accordance with the Exchange Rules.*

*The Bonds placement price specified in the Resolution authorising the issue and the Prospectus shall be determined as the purchase price.*

*The number of the Bonds that a prospective buyer would like to acquire at the coupon rate for the first coupon period to be determined before the commencement date of the Bonds placement shall be determined as the number of the Bonds.*

*In this case, the funds must be reserved on trading accounts of the Traders with the NSD in the amount sufficient to make full payment for the Bonds stated in the purchase orders for the Bonds, including all necessary commission fees.*

*Bids that do not meet the above requirements shall be declined. Unsatisfied bids of the Traders shall be rejected by the Underwriter.*

*Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds to be calculated subject to Clause 8.4. of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.*

*It is impossible to acquire the Issuer's Bonds during their placement at the Issuer's expense.*

Should the Issuer and (or) its authorized representative intend to sign the preliminary contracts providing for the obligation to further sign the main contract aimed at alienation of the securities to be placed to the first owner or to collect preliminary bids for acquirement of the securities to be placed, the procedure for concluding such Preliminary Contracts or the procedure for submitting such preliminary bids shall be stated:

*When the Bonds are placed by Book Building, the Underwriter intends to enter into the preliminary contracts with prospective acquirers of the Bonds, providing for the obligation to further sign the main contracts aimed at alienation of the securities to be placed with them or with the Traders acting for the benefit of them.*

*Such preliminary contracts shall be deemed concluded by the Underwriter's acceptance of offers from prospective buyers to enter into preliminary contracts under which a prospective buyer and the Underwriter must sign the main contracts for the Bonds purchase and sale (hereinafter referred to as the "Preliminary Contracts") on the commencement date of the Bonds placement. In this case, any offer to enter into the Preliminary Contract may be fully or partially rejected or accepted at the Issuer's discretion.*

*Acceptance of offers from prospective buyers of the Bonds to enter into the Preliminary Contracts shall be sent by the Underwriter, as specified in the offer of the Bonds prospective buyer, at least before the date immediately preceding the commencement date of the Bonds placement.*

*Collection of offers to enter into the Preliminary Contracts shall commence on or after the date of the Bonds state registration and discontinue before the commencement date of the Bonds placement.*

procedure for disclosure of information on the period for sending offers to enter into the Preliminary Contracts by prospective acquirers of the Bonds

*The Issuer shall disclose information on the period for sending offers to enter into the Preliminary Contracts in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*A prospective buyer shall state the maximum amount for which he/she/it is willing to buy the Bonds, and the minimum coupon rate for the first coupon period for the Bonds at which he/she/it agrees to purchase the Bonds for the above maximum amount, and the preferred method of acceptance obtaining by the person making an offer, in forwarded offers to enter into the Preliminary Contract. By sending an offer to enter into the Preliminary Contract, a prospective buyer agrees that this offer may be fully or partially rejected or accepted.*

*Offers to enter into the Preliminary Contracts from prospective buyers may be accepted only from the date of the Issuer's disclosure of sending offers to enter into the Preliminary Contracts by prospective buyers on an information resource to be updated in real time and provided by an information agency (heretofore and hereinafter referred to as the "news feed").*

*The date and/or time initially established by a resolution of the Issuer's sole executive body to discontinue submission of offers to enter into the Preliminary Contracts by prospective buyers may be changed as per the Issuer's sole executive body resolution.*

*The information thereof shall be disclosed in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus:*

procedure for disclosure of information on expiry of the period for sending offers to enter into the Preliminary Contract by prospective acquirers of the Bonds

*Information on the period for sending offers to enter into the Preliminary Contracts by prospective buyers shall be disclosed in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The main contracts for the Bonds purchase and sale shall be signed as specified above herein.*

*Order and terms of the Bonds placement by subscription shall not exclude or substantially impede the securities acquirement by the acquirers.*

existence of the pre-emptive right to the placed securities, including possible exercise of the pre-emptive right to purchase securities, as provided for by Articles 40 and 41 of the Federal Law On Joint-Stock Companies: *no pre-emptive right to the placed Bonds is provided for.*

the register of owners shall be kept for registered securities by the registrar - a person to whom the Issuer shall issue (send) a transfer order authorizing to make a credit entry on the personal account or securities account of the first owner (registrar, depository, first owner), term and other conditions for issuing a transfer order: *the securities of this issue are not registered*

The procedure for making a credit entry on the securities accounts of the first owners with the depository maintaining mandatory centralized safekeeping of the certificated securities subject to mandatory centralized safekeeping:

*The Bonds placed via the MICEX Stock Exchange shall be credited by the NSD or the Depositories into the securities accounts of the Bonds buyers on the date on which the Bonds are purchased and/or sold.*

*A credit entry on the securities account of the first acquirer with the NSD shall be made relying on the information received from the clearing organization handling settlements on the transactions concluded*

*during the Bonds placement by the Trade Organizer (the Exchange) (hereinafter referred to as the "Clearing Organization"), the placed Bonds shall be credited by the NSD into the securities accounts of the Bonds acquirers subject to the terms of the clearing activities carried out by the Clearing Organization and depository activities carried out by the NSD.*

*The Bonds sold when placed shall be credited by the NSD or the Depositories into the securities accounts of the Bonds buyers subject to the terms of the depository activities carried out by the NSD and the Depositories.*

*The first owners (acquirers) of the Bonds shall bear the costs associated with making credit entries in relation to the placed Bonds credited into the securities accounts of their first owners (acquirers).*

## **2.8. Group of prospective acquirers of the equity securities to be placed**

Information on the group of prospective acquirers of the equity securities to be placed shall be stated.

*The Bonds shall be publicly offered.*

*No restrictions are applied to the group of prospective acquirers of the Bonds. Non-residents may acquire the Bonds in accordance with the applicable laws and regulations of the Russian Federation.*

## **2.9. Procedure for disclosure of information on placement and results of equity securities placement**

The form, procedure and period for the Issuer's disclosure of information on commencement and completion of securities placement, on placement price (procedure for its determination) for securities, on state registration of the placement report on securities issue (additional issue) or notice to be sent to the registration authority of the placement report on securities issue (additional issue) shall be stated.

*The Issuer shall disclose information at each stage of securities issue, as established by the Federal Law On Securities Market and the regulations on financial markets, in the manner and within the term stipulated in the Resolution authorising the issue and the Prospectus.*

*To disclose information on a page in the Internet information and telecommunications network (formerly and hereinafter referred to as the "Internet"), the Issuer must use the Internet page provided by one of the distributors of information on the securities market and, if the Issuer's securities are included into the list of securities allowed for trading on the securities market by the trade organizer, when posting information on the Internet page provided by one of the distributors of information on the securities market, the Issuer must use the Internet page with the electronic address including the domain name which belongs to the specified issuer. Addresses of the specified pages:*

*<http://www.e-disclosure.ru/portal/company.aspx?id=35006>;*

*<http://ttbinvestproduction.ru> (heretofore and hereinafter collectively referred to as "on the page on the Internet").*

*Disclosure of information on the Internet page means disclosure of information on the Internet page provided by one of the distributors of information on the securities market - <http://www.e-disclosure.ru/portal/company.aspx?id=35006>, as well as on the Internet page with the electronic address including the domain name owned by the Issuer - <http://ttbinvestproduction.ru>.*

*If on the date of disclosure of information on the events at the stages of Bonds issue and circulation and other events described in Clause 11 of Resolution authorising the issue and Clause 2.9. of the Prospectus, following the requirements of the applicable laws of the Russian Federation and/or regulatory acts in the field of financial markets, another procedure and timeframe for disclosure of information on the specified events are established (different from the procedure and timeframe specified in this Clause), the information on the specified events shall be disclosed in accordance with the procedure and timeframe stipulated by the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force as of the date of disclosure of information on the said events.*

*If on the date when the Issuer makes a resolution regarding the events at the stages of Bonds issue and circulation and other events described in Clause 11 of Resolution authorising the issue and Clause 2.9. of the Prospectus, following the requirements of the applicable laws of the Russian Federation and/or regulatory acts in the field of financial markets, another procedure and timeframe are established for the Issuer to make a resolution regarding the specified events (different from the procedure and timeframe specified in this Clause), the resolutions on the specified events shall be made by the Issuer in accordance with the procedure and timeframe stipulated by the Russian Federation laws and/or regulatory acts*

*applicable to the financial markets which are in force as of the date when the Issuer makes a resolution on the said events.*

*1. Information on adoption of the resolution to place Bonds by the Issuer's authorized management body shall be disclosed by the Issuer in the form of a message in accordance with the regulatory acts applicable to the financial markets. Information shall be disclosed within the following timeframe:*

*- in the news feed - within One (1) day after preparing the minutes of the meeting held by the Issuer's authorized body where the resolution to place Bonds was made;*

*- on the Internet page - within Two (2) days after preparing the minutes of the meeting held by the Issuer's authorized body where the resolution to place Bonds was made;*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*2. Information on approval of the Resolution authorising the issue by the Issuer's authorized management body shall be disclosed by the Issuer in the form of a message in accordance with the regulatory acts applicable to the financial markets. Information shall be disclosed within the following timeframe:*

*- in the news feed - within One (1) day after preparing the minutes of the meeting held by the Issuer's authorized body where the resolution to approve the Resolution authorising the issue was made;*

*- on the Internet page - within Two (2) days after preparing the minutes of the meeting held by the Issuer's authorized body where the resolution to approve the Resolution authorising the issue was made;*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*3. This information on the securities issue state registration and the procedure for access to the information contained in the Securities Prospectus shall be disclosed by the Issuer in the form of a message within the following terms after the date of posting of information on the Issuer's securities issue state registration on the registering authority's website, or the date on which the Issuer receives a written notice on the securities issue state registration from the registering authority to be made by post, facsimile, or other means of electronic communication, delivery by hand, whichever is the earlier:*

*- in the news feed – at least within One (1) day;*

*- on the page on the Internet – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

*The Issuer shall post the text of the registered Resolution authorising the issue on the website within Two (2) days after the date of posting of information on the securities issue state registration on the registering authority's website, or the date on which the Issuer receives a written notice on the securities issue state registration from the registering authority to be made by post, facsimile, or other means of electronic communication, delivery by hand, whichever is the earlier. After the text of the Resolution authorising the issue is posted, the website shall specify the state registration number assigned to the issue of securities, date of its state registration and the name of the registration authority which performed state registration of the securities issue.*

*The text of the registered Resolution authorising the issue must be available on the Internet from the last date stipulated by the Russian Federation laws for posting the text on the Internet; if the text was posted on the Internet after expiration of the said date, then from the date when the text was posted on the Internet until redemption of all securities of this issue.*

*The Issuer must post the text of registered Prospectus on the website within Two (2) days after the date of posting of information on the securities issue state registration on the registering authority's website, or the date on which the Issuer receives a written notice on the securities issue state registration from the registering authority to be made by post, facsimile, or other means of electronic communication, delivery by hand, whichever is the earlier. When the text of Prospectus is posted on the website, the following information must be indicated: the state registration number of the securities issue for which the Prospectus was registered, its registration date and the name of a registration authority which registered the Prospectus.*

*The text of the registered Prospectus must be available on the website from the last date stipulated by the federal laws of the Russian Federation for posting the text on the Internet; if the text was posted on the Internet after expiration of the said date, from the date when the text was posted on the website until redemption of all securities in the corresponding issue for which the Prospectus was registered.*

*Starting from the date of the state registration of the securities issue, all concerned parties may read the*

**Resolution authorising the issue and the Prospectus and receive copies thereof at the following address: 23 Osennyya St., premises I, room 16, Moscow, 121609**

**The Issuer must submit copies of the said documents to the owners of the Issuer's securities and other concerned parties upon their request in exchange for payment which does not exceed the production cost of such copy within Seven (7) days after the corresponding request is received (submitted).**

**Bank details of the Issuer's settlement account(s) which shall be used for payment of the production cost of document copies specified in this Clause and the amount (amount estimation procedure) of such costs shall be posted by the Issuer on the Issuer's page on the Internet.**

**4. At the stage of Bonds placement, the Issuer must disclose information in the form of:**

- message on the commencement date of the securities placement;**
- message on change of the commencement date of the securities placement;**
- message on suspension of the securities placement;**
- message on resumption of the securities placement;**
- corporate action notices as "information on the stages of the issue procedure for the Issuer's securities".**

**1) Information on the placement commencement date must be posted by the Issuer in the form of a message on the commencement date of the securities placement observing the following due dates:**

- in the news feed – at least within Five (5) days before the commencement date of the Bonds placement;**
- on the page on the Internet – at least within Four (4) days before the commencement date of the Bonds placement.**

**However, posting on the Internet shall be made after publication in the news feed.**

**The Issuer shall inform CJSC MICEX Stock Exchange about the placement commencement date at least Five (5) days prior to the placement commencement date.**

**2) If the Issuer makes a resolution to change the commencement date of the Bonds placement, the Issuer must post a message on change of the commencement date of the Bonds placement in the news feed on the Internet at least One (1) day before this date.**

**However, posting on the Internet shall be made after publication in the news feed.**

**3) If the Issuer's authorized body makes a resolution to introduce any amendments and/or additions into the Resolution authorising the issue of securities and/or the Securities Prospectus and/or if the Issuer receives a written request (order, determination) from the Bank of Russia, the Issuer must suspend placement of Bonds and post a message on suspension of the Bonds placement within the following period from the date of preparation of the minutes (expiration of the due date established by the Russian Federation laws for preparation of the minutes) of a meeting held by the Issuer's authorized body where a resolution was made to introduce amendments and/or additions into the Resolution authorising the issue of securities and/or the Securities Prospectus, or from the date when the Issuer receives a written request (order, determination) of the Bank of Russia to suspend placement of securities by post, fax, e-mail, personal delivery with written acknowledgement, whichever is earlier:**

- in the news feed – at least within One (1) day;**
- on the page on the Internet – at least within Two (2) days.**

**However, posting on the Internet shall be made after publication in the news feed.**

**If the placement of securities is suspended because the registration authority made a resolution to suspend the issue of securities, information on suspension of securities placement shall be disclosed by the Issuer in the form of the corporate action notice "Information on suspension and resumption of securities issue" in accordance with the procedure and form defined by the Regulations on Information Disclosure by Issuers of Equity Securities approved by order of Federal Financial Markets Service No. 11-46/pz-n dated 4/10/2011 (hereinafter referred to as the "Regulation on Information Disclosure").**

**4) The message on resumption of the securities placement must be posted by the Issuer within the following period after posting information on registration of amendments and/or additions to the Resolution authorising the issue and/or additions to the Resolution authorising the issue and/or the Prospectus, or on declining the registration of such amendments and/or additions on the website of the registration authority or after receipt of a written notice from the registration authority by the Issuer regarding registration of amendments and/or additions to the Resolution authorising the issue and/or the Prospectus or regarding declining the registration of such amendments and/or additions or a written notice of the authorized body**

*regarding resumption of the securities placement (termination of grounds for suspension of the securities placement) by post, fax, e-mail, personal delivery with written acknowledgement, whichever is earlier:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

*If the placement of securities is resumed because the registration authority made a resolution to resume the issue of securities, information on resumption of securities placement shall be disclosed by the Issuer in the form of the corporate action notice "information on suspension and resumption of securities issue" in accordance with the procedure and form defined by the Regulations on Information Disclosure by Issuers of Equity Securities (approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia dated 4/10/2011).*

*Resumption of securities placement before posting of a message on resumption of securities placement in the news feed and website shall not be allowed.*

*If any amendments to the resolution authorising the issue of securities and/or securities prospectus are registered, the issuer must post the text of registered amendments to the resolution authorising the issue of securities and/or securities prospectus on the website within 2 days after posting information on registration of the said amendments on the website of the registration authority or receipt of a written notice from the registration authority by the Issuer regarding registration of the said amendments by post, fax, e-mail, personal delivery with written acknowledgement, whichever is earlier. After the text of the amendments to the resolution authorising the issue (additional issue) of securities and/or the securities prospectus is posted, the website shall specify the registration date of the said amendments and a name of a registration authority which performed their registration.*

*The text of registered amendments to the resolution authorising the issue of securities must be available on the website after expiration of due date established by the Regulations on Information Disclosure by Issuers of Equity Securities (approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia, dated 4/10/2011); if the text was posted on the Internet after expiration of the said date, then from the date when the text was posted on the Internet and until expiration of the due date established by the Regulations on Information Disclosure by Issuers of Equity Securities (approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia dated 4/10/2011) to enable access to the text of registered Resolution authorising the issue of securities on the website.*

*The text of registered amendments to the Securities Prospectus must be available on the website after expiration of the due date established by the Regulations on Information Disclosure by Issuers of Equity Securities (approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia, dated 4/10/2011); if the text was posted on the Internet after expiration of the said date, then from the date when the text was posted on the Internet and until expiration of the due date established by the Regulations on Information Disclosure by Issuers of Equity Securities (approved by Order No. 11-46/pz-n of the Federal Financial Markets Service of Russia dated 4/10/2011) to enable access to the text of the registered Securities Prospectus on the website.*

*5) Message on commencement of Bonds placement shall be disclosed by the Issuer in the form of the corporate action notice "Information on stages of the issue procedure for the issuer's securities".*

*The corporate action notice "Information on stages of the issue procedure for the issuer's securities" must be posted by the Issuer within the following period after occurrence of the corporate action notice with the information on commencement of the Bonds placement – commencement date of the Bonds placement:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

*If the Issuer discloses the message on the securities placement commencement date (change of the placement commencement date) in accordance with subclause 4, Clause 11 of Resolution authorising the issue and subclause 4, Clause 2.9 of the Prospectus, no disclosure of the corporate action notice in connection with the securities placement is required.*

*6) The message on completion of the Bonds placement shall be disclosed by the Issuer in the form of the corporate action notice "information on stages of the issue procedure for the issuer's securities" within the following timeframe after the date when the placement of Bonds is completed:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

*5. The information shall be disclosed at the stage when the Notice of Securities Issue Results is submitted to the registration authority in the form of the corporate action notice "information on stages of the issue procedure for the issuer's securities" within the following timeframe after the notice of issue results is submitted (sent) to the registration authority:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the Internet shall be made after publication in the news feed.*

*The Issuer must disclose information on intention to submit the Notice of Equity Securities Issue Results prior to their placement.*

*The text of the Notice of Securities Issue Results submitted to the registration authority must be posted by the Issuer on the website within Two (2) days after the said Notice is submitted (sent) to the registration authority.*

*The text of the Notice of Securities Issue Results submitted to the registration authority must be available on the website within at least 12 months after the due date for posting this Notice on the website; if the text is posted on the website after expiration of this due date, then from the date when it was posted on the website.*

*If access to information included into the Securities Prospectus was arranged by the Issuer using additional means, the Issuer must provide access to the information included into the Notice of Securities Issue Results using the same additional means which were used to provide access to the information included into the Securities Prospectus.*

*Starting from the date when the notice of securities issue results was submitted (sent) to the registration authority, all concerned parties may read the notice of securities issue results and receive copies thereof at the following address: 23 Osennyaya St., premises I, room 16, Moscow, 121609.*

*The Issuer must submit copies of the notice of securities issue results to owners of the Issuer's securities and other concerned parties upon their request in exchange for payment which does not exceed the production cost of such copy within Seven (7) days after the request is submitted.*

*Bank details of the Issuer's settlement account(s) which shall be used for payment of production cost of document copies specified in this Clause and the amount (amount estimation procedure) of such costs shall be posted by the Issuer on the Issuer's page on the Internet.*

*6. Information on inclusion of the Issuer's Bonds into the list of securities allowed for trading by the Russian securities market trade organizer shall be disclosed by the Issuer in the form of the corporate action notice within the following timeframe from the date when the Issuer became aware or should have become aware, including through the corresponding notice of the Russian securities market trade organizer, of inclusion of the Issuer's Bonds into the quotation list of the Russian stock exchange (the list of securities allowed for trading by the Russian securities market trade organizer):*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*7. disclosure of information on early redemption of Bonds upon request of their owners:*

*7.1. Information on occurrence of Bondowners' right to request early redemption of their Bonds from the Issuer shall be disclosed by the Issuer in the form of the corporate action notice within the following timeframe from the date when the Issuer became aware or should have become aware about occurrence of grounds (occurrence of event, performance of action) which resulted in occurrence of the said Bondowners' right:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*Additionally, the Issuer must send a notice to the NSD to inform that the Issuer accepts the Request for Early Bonds Redemption and inform about the timeframe for fulfillment of the said requests.*

**7.2. Information on termination of Bondowners' right to request early redemption of their Bonds from the Issuer shall be disclosed by the Issuer in the form of the corporate action notice within the following timeframe from the date when the Issuer became aware or should have become aware about occurrence of grounds (occurrence of event, performance of action) which resulted in termination of the said Bondowners' right:**

- in the news feed – at least within One (1) day;**
- on the page on the Internet – at least within Two (2) days.**

**However, posting on the page on the Internet shall be made after publication in the news feed.**

**8. Should the Underwriter intend to enter into the preliminary contracts with prospective buyers of the Bonds, providing for the obligation to further sign the main contracts aimed at alienation of the securities to be placed with them or with the Traders acting for the benefit of them. The Issuer shall disclose the following information:**

**8.1. on the period for sending offers to enter into the Preliminary Contracts by prospective acquirers of the Bonds**

**The Issuer shall disclose information on the timeframe for sending offers to enter into the Preliminary Contract in the form of the corporate action notice within the following timeframe after the Issuer's authorized body has taken the corresponding resolution:**

**- in the news feed – at least within One (1) day before the commencement date of the Bonds placement;**

**- on the page on the Internet – at least within Two (2) days before the commencement date of the Bonds placement.**

**However, posting on the page on the Internet shall be made after publication in the news feed.**

**The specified information must include the form of the offer from the prospective buyer to enter into the Preliminary Contract as well as the procedure and timeframe for submission of the said offers.**

**The date and/or time initially established by a resolution of the Issuer's sole executive body to discontinue submission of offers to enter into the Preliminary Contracts by prospective buyers may be changed as per the Issuer's sole executive body resolution.**

**The corresponding information shall be disclosed in the form of the corporate action notice within the following timeframe after the resolution is made to change the timeframe for submission of offers from the perspective buyers to enter into the Preliminary Contracts:**

**- in the news feed – at least within One (1) day before the commencement date of the Bonds placement;**

**- on the page on the Internet – at least within Two (2) days before the commencement date of the Bonds placement.**

**However, posting on the page on the Internet shall be made after publication in the news feed.**

**8.2. on expiry of the period for sending offers to enter into the Preliminary Contract by prospective acquirers of the Bonds**

**Information on expiry of the period for sending offers to enter into the Preliminary Contract by prospective buyers shall be disclosed by the Issuer in the form of the corporate action notice as follows:**

**- in the news feed - not later than the day following the closing day for submission of offers to enter into the Preliminary Contract;**

**- on the Internet page - not later than the day following the closing day for submission of offers to enter into the Preliminary Contract.**

**However, posting on the page on the Internet shall be made after publication in the news feed.**

**9. If the Issuer makes a resolution to place Bonds in the framework of Book Building, the coupon rate for the first coupon period shall be determined by the Issuer not later than the commencement date of the Bonds placement.**

**The message on the coupon rate established by the Issuer for the first coupon period shall be posted in the form of the corporate action notice as follows:**

**- in the news feed – at least within One (1) day from the date on which the Issuer's sole executive body resolved on the coupon rate for the first coupon period and on or before the commencement date of the Bonds placement;**

**- on the page on the Internet – at least within Two (2) days from the date on which the Issuer's sole**

*executive body resolved on the coupon rate for the first coupon period and on or before the commencement date of the Bonds placement.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The Issuer shall inform the Exchange and the NSD about the resolution made prior to the commencement date of the Bonds placement.*

*10. If the Issuer makes a resolution to place Bonds in the form of a Competitive Tender, information on the coupon interest rate for the first coupon period of the Bonds established by the authorized body of the Issuer based on the results of the Competitive Tender shall be disclosed by the Issuer in the form of the corporate action notice in accordance with the regulatory acts applicable to the financial markets. Information shall be disclosed within the following timeframe:*

*- in the news feed - within One (1) day after approval of the coupon interest rate for the first coupon period of Bonds by the authorized body of the Issuer;*

*- on the Internet page - within Two (2) days after the authorized body of the Issuer has approved the coupon interest rate for the first coupon period.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*11. Information on fulfillment of the Issuer's obligation of redemption/early redemption of Bonds and/or payment of coupon yield thereon shall be disclosed by the Issuer in the form of the corporate action notice within the following timeframe:*

*- in the news feed - within One (1) day after the Issuer has fulfilled the obligation of redemption / early redemption of Bonds and/or payment of coupon yield thereon;*

*- on the Internet page - within Two (2) days after the Issuer has fulfilled the obligation of redemption / early redemption of Bonds and/or payment of coupon yield thereon.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The said information must specify, inter alia, the number of Bonds which were redeemed/redeemed early/the amount of coupon yield paid.*

*12. In case of non-performance or improper performance of the Issuer's obligations in connection with the Bonds (including default or technical default), the Issuer shall post information thereon in the form of the corporate action notice within the following timeframe from the date when the corresponding obligation of the Issuer in relation to the owners of the Issuer Bonds must be fulfilled and, if this obligation must be fulfilled by the Issuer within a certain timeframe (period) - the date of this timeframe expiration:*

*• in the news feed – at least within One (1) day;*

*• on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The said message shall specify, inter alia, the volume of non-fulfilled obligations, cause of non-performance, list of possible actions to be taken by the Bondowners to satisfy their claims.*

*13. Information on appointment of a paying agent and/or Acquiring Agent by the Issuer and cancellation/amendment of this appointment shall be disclosed by the Issuer in the form of the corporate action notice within the following timeframe after the date of such appointments or their revocation/change:*

*- in the news feed – at least within One (1) day;*

*- on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The message on appointment / revocation of the Acquiring Agent shall specify the full and abbreviated trade names, location and postal address of the appointed Acquiring Agent, the number and date of license which authorizes performance of the Acquiring Agent functions, issuing authority, and the date on which the specified entity shall start (stop) performance of the Acquiring Agent functions.*

*The message on appointment of the Acquiring Agent by the Issuer for acquirement of the Bonds upon request of their owners and on revocation of such appointment shall be disclosed by the Issuer within Seven (7) business days prior to the start date of the period for submission of requests for the Bonds acquirement.*

*The message on appointment of the Acquiring Agent by the Issuer for acquirement of the Bonds in the framework of an agreement with their owners and on revocation of such appointment shall be disclosed by the Issuer within Seven (7) business days prior to the start date of the period for acceptance of offers on*

*the Bonds acquirement.*

**14. disclosure of information on determination of the amount of the coupon yield rates for the Bonds per coupon periods starting from the second period:**

*The coupon rate or the procedure for determination of coupon rates for coupon periods, starting from the second period, shall be determined in accordance with Clause 9.3 of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.*

**14.1. Information on coupon rates or a procedure for determination of coupon rates in the form of equation with variables which cannot be changed at the Issuer's discretion for coupon periods starting from the second period, which are determined prior to the commencement date of the Bonds placement, as well as the sequential number of the coupon period in which the Bondowners may request acquirement of the Bonds by the Issuer shall be disclosed by the Issuer in the form of the corporate action notice prior to the commencement date of the Bonds placement and for following periods starting from the date of the corresponding resolution made by the Issuer's management body, which took the said resolution:**

- *in the news feed – at least within One (1) day;*
- *on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

**14.2. Information on the rates and procedure for the determination of the rate of the coupon in the form of a formula with variables, which values may change at the Issuer's discretion, for the coupon periods starting from the second one that are determined by the Issuer after the Issuer submits the notice on results of the securities issue to the registering authority, as well as the notice on the order number of the coupon period during which the Bondowners may demand the Issuer to buy the Bonds back shall be disclosed in an established manner in the form of the corporate action notice not later than Twelve (12) business days before the end of the coupon period during which the Issuer shall ensure the Bondowners the right to demand the Issuer to buy the Bonds back and during the following periods after making a corresponding decision by the Issuer's authorized management body that has made such decision:**

- *in the news feed – at least within One (1) day;*
- *on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

**15. If the Issuer makes a resolution to acquire Bonds in the framework of an agreement with their owner(s), including in the framework of public irrevocable offers, the message on the corresponding resolution shall be disclosed in the form of the corporate action notice within the following timeframe from the date of the minutes of a meeting held by the Issuer's authorized body where the Issuer made a resolution to acquire the Bonds, but in any case within Seven (7) business days prior to the start of the timeframe for acceptance of the offer for acquirement of the Bonds:**

- *in the news feed – at least within One (1) day;*
- *on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*This message shall include the following information:*

- *date of resolution to acquire (buy back) the Bonds;*
- *series and form of the Bonds, the state registration number and the date of state registration of the Bonds issue;*
- *quantity of Bonds to be acquired;*
- *the procedure for accepting the acquirement offer by the Bondowners and the time period when a Bondowner may transfer to the Acquiring Agent a written notice of the intention to sell a certain quantity of Bonds to the Issuer on the terms defined by the Issuer's resolution to acquire the Bonds and stated in the posted message on acquirement of Bonds, which in any case may not be shorter than Five (5) business days*
- *commencement date of the Bonds buyback by the Issuer;*
- *completion date of the Bonds buyback;*
- *the Bonds buyback price and procedure for its determination;*
- *the Bonds buyback procedure;*
- *payment form (cash only) and timeframe;*

- name of the Acquiring Agent, its location, postal address, details of its license in the capacity of professional securities trader.

16. Information on the results of the Bonds buyback and performance of obligations to buy the Bonds back by the Issuer (including the number of the Bonds bought back) shall be disclosed in the form of the corporate action notice within the following timeframe:

- in the news feed - within One (1) day after the Bonds Acquirement Date / closing date of the period established for acquirement of Bonds;

- on the Internet page - within Two (2) days after the Bonds Acquirement Date / closing date of the period established for acquirement of Bonds.

However, posting on the page on the Internet shall be made after publication in the news feed.

17. If the Issuer's authorized body makes a resolution to introduce amendments into the Resolution authorising the issue and/or the Prospectus within the placement period and/or if during the placement period the Issuer receives a written request (order, determination) of the state body to suspend the placement, the Issuer must suspend the placement of Bonds and post the Message on suspension of the Bonds placement.

The Message on suspension of the Bonds placement must be posted by the Issuer within the following timeframe after the date of the minutes (expiration of the due date established by the Russian Federation laws for preparation of the minutes) of a meeting held by the Issuer's authorized body where a resolution was made to amend the Resolution authorising the issue and/or the Prospectus and, in case of amendment of the terms established by the resolution authorising the placement of Bonds, after the date of minutes preparation (expiration of the due date established by the Russian Federation laws for preparation of the minutes) of a meeting held by the Issuer's authorized body where a resolution was made to amend such terms or the date when the Issuer received a written request (order, determination) of the state body to suspend the placement of the Bonds by post, fax, e-mail, personal delivery with written acknowledgement, whichever is earlier:

- in the news feed - within One (1) day after the above date;
- on the page on the Internet – at least within Two (2) days from the above date.

If the placement of the Bonds is suspended because the authorized body made a resolution to suspend the issue of the Bonds, information on suspension of the Bonds placement shall be disclosed by the Issuer in the form of the corporate action notice in accordance with the procedure and form defined by the Bank of Russia or another authorized body in charge of regulation, control and supervision over financial markets.

Suspension of the Bonds placement before posting of a message on suspension of securities placement in the news feed and on the website shall not be allowed.

18. After registration of amendments to the Resolution authorising the issue and/or the Prospectus within the Bonds placement period, adoption of a resolution to dismiss registration of such amendments or receipt of a written notice (determination, resolution) from the authorized body regarding the permit to resume the Bonds issue within the Bonds placement period (termination of grounds for suspension of the Bonds placement), the Issuer must post a message on resumption of the securities placement.

Message on resumption of the Bonds placement must be posted by the Issuer within the following period after posting information on registration of amendments to the Resolution authorising the issue and/or the Prospectus or refusal to register such amendments on the Internet page of the registration body, or receipt of a written notice from the registration body by the Issuer regarding registration of amendments to the Resolution authorising the issue and/or the Prospectus or regarding refusal to register such amendments or a written notice (determination, permit) of the authorized body to resume the Bonds placement (termination of grounds for suspension of the Bonds placement) by post, fax, e-mail, personal delivery with written acknowledgement, whichever is earlier:

- in the news feed - within One (1) day after the above date;
- on the page on the Internet – at least within Two (2) days from the above date.

If the placement of securities is resumed because the authorized body made a resolution to resume the issue of securities, information on resumption of the Bonds placement shall be disclosed by the Issuer in the form of the corporate action notice in accordance with the procedure and timeframe as stipulated by the regulatory acts applicable to the financial markets.

*Resumption of the Bonds placement before posting of a message on resumption of the securities placement in the news feed and on the website shall not be allowed.*

**19.** *If any amendments to the Resolution authorising the issue and/or the Prospectus are registered, the Issuer must post the text of registered amendments to the Resolution authorising the issue and/or the Prospectus on the website within 2 days after posting information on registration of the said amendments on the website of the registration authority or receipt of a written notice from the registration authority by the Issuer regarding registration of the said amendments by post, fax, e-mail, personal delivery with written acknowledgement, whichever is earlier. After the text of the amendments to the Resolution authorising the issue and/or the Prospectus is posted, the website shall specify the registration date of the said amendments and the name of a registration authority which performed their registration.*

*The text of the registered amendments to the Resolution authorising the issue must be available on the Internet from the last date stipulated for posting the text on the Internet; if the text was posted on the Internet after expiration of the said date, from the date when the text was posted on the Internet until expiration of a period established for granting Internet access to the text of registered amendments to the Resolution authorising the issue.*

*The text of the registered amendments to the Prospectus must be available on the Internet from the last date stipulated for posting the text on the Internet; if the text was posted on the Internet after expiration of the said date, from the date when the text was posted on the website until expiration of a period established for granting Internet access to the text of the registered Prospectus.*

**20.** *If the securities market trade organizer engaged in execution of transactions to place/acquire the Bonds is changed, the Issuer must post information on the new securities market trade organizer which will be engaged for execution of transactions to place/acquire the Bonds. This information shall include the following:*

- full and abbreviated name of securities market trade organizer;*
- its location, phone and fax number;*
- license details: number, issue date, validity period, issuing authority;*
- procedure for the placement/acquirement of the Bonds in accordance with the rules of the trade organizer.*

*The Issuer shall disclose information in the form of the corporate action notice within the following period after the date of the resolution to change the securities market trade organizer which will be engaged to execute transactions to place/acquire the Bonds:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*Texts of the above messages must be available on the Internet within the period established by the regulatory acts applicable to financial markets as of the occurrence of event; if the text is posted on the Internet after expiration of such period, then from the date of posting on the Internet.*

**21.** *The Issuer must disclose information in the form of a quarterly report starting from the quarter when the Prospectus is registered.*

*Within Forty five (45) days after completion of the corresponding quarter, the Issuer shall post the text of the quarterly report on the Issuer's page on the Internet.*

*The text of the quarterly report must be available on the Issuer's page on the Internet within at least Five (5) years after expiration of the due date for report posting on the Internet according to the Regulations on Information Disclosure; if the text is posted on the Internet after expiration of this due date, then from the date when it was posted on the Internet.*

*Within One (1) day after the quarterly report text is posted on the Issuer's page on the Internet, the Issuer shall post a message on the news feed regarding access to information included into the quarterly report.*

*As of the Prospectus approval date, the Issuer has no obligation to disclose information in the form of quarterly reports.*

**22.** *The message on adoption of a resolution by the Issuer regarding the procedure for placement of securities shall be posted in the form of the corporate action notice as follows:*

- *in the news feed – at least within One (1) day from the date on which the Issuer's sole executive body resolved on the order of the Bonds placement before the commencement date of the Bonds placement;*
- *on the page on the Internet – at least within Two (2) days from the date on which the Issuer's sole executive body resolved on the order of the Bonds placement before the commencement date of the Bonds placement.*

*However, posting on the page on the Internet shall be made after publication in the news feed. The Issuer shall notify the Exchange and the NSD of the adopted resolution at least within One (1) day from the date on which the Issuer's sole executive body resolved on the order of the Bonds placement before the commencement date of the Bonds placement.*

*23. Information on the conditions of the buyback of the Bonds at the Bondowners' request shall be disclosed simultaneously with the information on certain coupon rates not later than within Seven (7) business days before the commencement of the period within which the owners may demand the Issuer to buy back the Bonds belonging to them. Information on the rates and procedure for the determination of the rate of the coupon in the form of a formula with variables, which values may change at the Issuer's discretion, for the coupon periods starting from the second one that are determined by the Issuer after the Issuer submits the notice on results of the securities issue to the registering authority, as well as the notice on the order number of the coupon period during which the Bondowners may demand the Issuer to buy the Bonds back shall be disclosed in an established manner in the form of the corporate action notice not later than Twelve (12) business days before the end of the coupon period during which the Issuer shall ensure the Bondowners the right to demand the Issuer to buy the Bonds back and during the following periods after making a corresponding decision by the Issuer's authorized management body that has made such decision:*

- *in the news feed – at least within One (1) day;*
- *on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The above-mentioned corporate action notice shall also include the following information:*

- *rate or the procedure for the determination of the interest rate for the next coupon (coupons);*
- *amount of the coupon income paid for one Bond for the next coupon (coupons);*
- *series and form of the Bonds, state registration number and date of state registration of the Bonds issue;*
- *in cases provided for by the Resolution authorising the securities issue and the Prospectus, – the order number of the coupon period during which the Bondowners has the right to demand the Issuer to buy the Bonds back;*
- *date of the buyback of the Bonds.*

*After expiration of the term established for the Issuer to buy the Bonds back at the Bondowners' request, the Issuer shall publish the information on the buyback of the Bonds (as well as on the number of the Bonds bought back) in the form of the corporate action notice during the following periods after the date of expiration of the term established for the buyback of the Bonds back provided for by the Resolution authorising the securities issue and the Prospectus:*

- *in the news feed – at least within One (1) day;*
- *on the page on the Internet – at least within Two (2) days;*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

### **III. Key Data on the Issuer's Financial Position**

#### **3.1. Financial Performance Indicators of the Issuer**

*No data is specified because the Issuer was established on 10/10/2014 and there are no completed reporting periods on the Prospectus approval date.*

#### **3.2. Market Capitalization of the Issuer**

*The Issuer is not an open joint-stock company. Therefore, no information on the Issuer's market capitalization is provided.*

#### **3.3. Liabilities of the Issuer**

##### **3.3.1. Borrowings and accounts payable**

*No data is specified because the Issuer was established on 10/10/2014 and there are no completed reporting periods on the Prospectus approval date.*

##### **3.3.2. Credit History of the Issuer**

*No data is specified because the Issuer was established on 10/10/2014 and there are no completed reporting periods on the Prospectus approval date.*

##### **3.3.3. Issuer Liabilities Arising from the Guarantees Granted to Third Parties**

*No data is specified because the Issuer was established on 10/10/2014 and there are no completed reporting periods on the Prospectus approval date.*

##### **3.3.4. Other Liabilities of the Issuer**

Any agreements of the Issuer, including forward transactions which are not reflected in its accounting (financial) reports, that may have significant impact on the issuer's financial position, liquidity, financing sources and terms of their utilization, operation results and costs: *no such agreements exist*

#### **3.4. Objectives of the issue and deployment of funds raised through the placement of equity securities**

If the securities are issued in the form of subscription, the objectives of the issue and deployment of funds raised through the placement of equity securities shall be specified:

*Receipts from the Bonds placement are expected to be used for corporate-wide needs and development of the Issuer's business.*

If the Issuer places securities with the objective to finance a certain transaction (associated transactions) or another operation, the following shall be indicated separately:

description of the transaction or another operation for which the securities are issued;

objectives which are expected to be achieved using the funds raised through the placement of securities;

expected price (value) of the transaction (associated transactions) or another operation;

return on investments based on forecast financial flows for the entire period of securities circulation.

*The Issuer shall place the Bonds for any purpose other than financing a certain transaction (related transactions) or other transaction.*

#### **3.5. Risks associated with the acquirement of placed equity securities**

*Investments into Bonds are associated with a certain degree of risk. Therefore, before making any investment decision, potential investors must thoroughly review the following factors.*

*When making a resolution to acquire Bonds, the investors must take into account the risk of the Issuer's inability to perform its obligations in connection with the Bonds.*

*The Issuer's inability to perform its obligations in connection with the Bonds may be caused by the following circumstances:*

- situation in the Issuer's sector (industry risks);*
- political and economic situation in the country and region of the Issuer's operation (country and regional risks);*
- variation of interest rates, currency exchange rates, inflation, etc. (financial risks);*
- change in legal regulation of the Issuer's activities or law enforcement practices (legal risks);*
- specific characteristics of the Issuer operations (risks associated with the Issuer activities).*

*For detailed description of these risks, see Clauses 3.5.1 – 3.5.5 of the Prospectus.*

*In addition to the risks associated with the Issuer's inability to perform its obligations in connection with the Bonds, when making resolutions to acquire the Bonds, investors shall take into account risk factors associated with the specific structure of a bonded loan.*

*Analysis of such risks is presented in this Clause below.*

Risk management policy of the Issuer:

*The Issuer follows the conservative policy in terms of risk management. The Issuer performs its activities using the policy aimed at minimization of any risks which occur in the course of operation, first of all, by compliance with the effective laws.*

*The main risks associated with characteristics of a bonded loan and a bonded form of financing in general are described below. According to the Issuer, the investors must take into account each of these circumstances when making a resolution to acquire the Bonds.*

*Multiple unpredictable factors can have effect on the market value of the Bonds. The market value of the Bonds may vary in opposite directions over the period between the completion date of the Bonds placement and the date of their redemption or acquirement by the Issuer. It is possible that the Bonds will have no liquid market; therefore, sale of the Bonds on the secondary market may result in losses for the investors.*

### **3.5.1. Industry risks**

Effect of possible deterioration of the situation in the issuer's industry on its operation and performance of obligations in connection with securities. The most significant (according to the issuer) possible changes in the industry on the domestic and foreign markets and expected issuer actions in this case:

Domestic market:

*The Issuer is objectively impacted by the risks distinctive to the Russian Federation financial market.*

*The main industry risks which may affect the Issuer are as follows:*

- variation of interest rates on the financial markets and capital markets;*
- variation of volatility level (variability level of market prices) in the Russian and foreign financial markets;*
- deterioration of the general investment climate in the Russian Federation;*
- amendment of laws regulating the issue and circulation of securities.*

*Change of interest rates on financial markets and capital markets, change of volatility level on the Russian markets, deterioration of the general investment climate in the Russian Federation may affect the Issuer's ability to perform its obligations in connection with the Bonds in due time.*

*It should be noted that such risks largely impact the overall economic situation in Russia and are beyond the Issuer's control.*

*According to the Issuer's estimate, the above risks are high.*

*If the specified risks are realized, the Issuer plans to review the structure of raised capital towards cheaper sources of financing and/or review the placement of raised funds towards more profitable financial investments.*

Foreign market:

*The Issuer operates in the Russian Federation. Therefore, industry risks associated with the company operations generally occur when operating in the domestic market, which is distinctive to the majority of business entities operating in the Russian Federation.*

Risks associated with possible variation of prices for raw materials, services used by the Issuer in its operation and their effect on the Issuer's operations and performance of obligations in connection with the securities:

***Domestic and foreign markets:***

***Risks associated with a possible variation of prices for raw materials, services used by the Issuer are not specified because the Issuer does not use raw materials and services for its main operations.***

Risks associated with a possible variation of prices for products and/or services of the Issuer and their effect on the Issuer's operations and performance of obligations in connection with the securities:

***Domestic and foreign markets:***

***This information is not specified for the Issuer because the Issuer does not sell products or services.***

### **3.5.2. Country and regional risks**

Risks associated with the political and economic situation in the country (countries) and the region where the issuer is registered as a taxpayer and/or performs its main operations, provided that the main operations of the issuer in this country (region) generate at least 10 percent of revenues over the last completed reporting period up to the securities prospectus approval date:

#### **Country risks:**

Russian Federation

***The Issuer operates in the Russian Federation.***

***The Russian Federation has ratings assigned by the leading global rating agencies. As of the approval date of this Securities Prospectus, the following ratings were assigned to the Russian Federation: Standard&Poors – long-term rating in foreign currency of BB+ (Negative outlook); Moody's – Baa3 (long-term credit rating in foreign currency, Negative outlook); Fitch – BBB- (long-term credit rating in foreign currency, Negative outlook). The credit ratings assigned to the Russian Federation reflect, of the one part, the average level of public debt and low external liquidity of the country; of the other part, dependence of the economy on the global commodity prices, effect of external sanctions, high political risk and problems on the global capital markets which form the main factors determining the assigned ratings.***

***The sanctions imposed over the year 2014 by the USA and European Union against a number of large Russian banks and corporate borrowers make it difficult for the Russian issuers to raise debt financing on the foreign market, which puts pressure on the Russian economy in general and increases the country risks. Moreover, the following factors may affect the social and economic development of Russian Federation:***

- unstable foreign policy (in particular, unstable relations with Ukraine, other CIS countries, USA, and West Europe);***
- domestic policy and internal instability;***
- economic instability;***
- insufficiently developed Russian banking system;***
- non-compliance of Russian infrastructure with the modern requirements;***
- global economic fluctuations.***

***Since the Issuer is registered and performs its main operations in the Russian Federation, the main country and regional risks which have effect on the Issuer's operation are those associated with the Russian Federation. However, considering the higher rate of world economy globalization, significant deterioration of the global economic situation may also cause significant economic downturn in Russia and thus affect the Issuer's ability to perform its obligations in connection with the Bonds.***

***In general, the economic and political instability in Russia, lack of stability in the Russian banking system, insufficiently developed infrastructure as well as global economy fluctuations may affect the Issuer's ability to perform its obligations in connection with the Bonds.***

***The above factors cause the following consequences which may have negative effect on the Issuer's development:***

- insufficient development of political, legal and economic institutions;***
- inadequacy of legal system and absence of consistent law enforcement practices;***
- contradictory nature and frequent variation of tax laws;***
- significant obstacles for reforms due to bureaucracy;***

- *high dependence of economy on the raw material sector and resultant sensitivity of the country's economy to lowering global prices for raw materials;*
- *dependence of economic situation on further deterioration of foreign policy situation, including possible imposition of economic sanctions.*

*Fluctuations of global oil and gas prices, ruble exchange rate relative to foreign currencies, and other factors may affect the condition of the Russian economy and the Issuer's ability to perform its obligations in connection with the Bonds.*

*The Russian economy is affected by the weaker market position and slowdown of business in other countries. Financial issues or occurrence of new risks associated with investments in emerging countries may result in lower volume of foreign investments in Russia. Moreover, since Russia produces and exports oil, gas, and metals in large volumes, the Russian economy is especially sensitive to the global prices for such commodities; therefore, lower prices for raw materials, especially oil and gas, may slow down the growth rates of the Russian economy. The above factors may significantly limit the Issuer's access to the financing sources.*

*The Russian Federation is a multinational state which includes regions with various levels of social and economic development; therefore, the probability of internal conflicts in Russia, including those involving military forces, cannot be fully disregarded. Moreover, considering inclusion of the Republic of Crimea into the Russian Federation, unstable political situation in Ukraine and complicated relations with that country, the probability of armed conflicts on the territory of Crimea, Ukraine or boundaries between Ukraine and Russia, including those involving the Russian Armed Forces cannot be fully disregarded. Moreover, the Issuer cannot fully disregard the risks associated with possible imposition of emergency rule.*

*According to the Issuer, the risk of natural disasters, possible interruption of transportation is minimal.*

#### Regional risks

*The Issuer is located in Moscow.*

*According to the Issuer's estimates, the political and economic situation in the region is stable and predictable.*

*The risk of natural disasters, possible interruption of transportation, and other regional factors is minimal. The probability of war conflicts, imposition of emergency rule, strikes, natural disasters in the near future is not expected by the Issuer. No negative changes in the situation in the region which may affect the economic position of the Issuer are expected by the Issuer in the near future.*

*Considering all the circumstances mentioned above, the following conclusion can be made: the macroeconomic environment of the region does not create any specific regional risks for the Issuer's ability to perform its obligations in relation to the Bonds.*

Proposed actions to be taken by the Issuer in case of negative effect on its operation following the changes in the situation in the country (countries) and region:

*In case of significant political instability in Russia or aggravation of international situation for Russia, which might significantly affect the Issuer's ability to perform its obligations in relation to the Bonds, the Issuer proposes a number of crisis management actions to minimize the possible negative effect of political situation in the country and the region on the Issuer.*

Risks associated with possible war conflicts, imposition of emergency rule and strikes in the country (countries) and region where the issuer is registered as a taxpayer and/or performs its main operations:

*Risks associated with possible war conflicts, imposition of emergency rule and strikes in the country where the Issuer is registered as a taxpayer and/or performs its main operations are evaluated by the Issuer as low.*

*Risks associated with possible war conflicts, imposition of emergency rule and strikes in the region where the Issuer is registered as a taxpayer and/or performs its main operations are minimum.*

Risks associated with specific geographic characteristics of the country (countries) and the region where the Issuer is registered as a taxpayer and/or performs its main operations, including higher risk of natural disasters, possible interruption of transportation in connection with remote location and/or poor accessibility, etc:

*Risks associated with specific geographic characteristics of the country and the region where the Issuer is registered as a taxpayer and/or performs its main operations, including higher risk of natural disasters, possible interruption of transportation in connection with remote location and/or poor accessibility are minimum.*

### 3.5.3. Financial risks

The Issuer's exposure to risks in connection with variation of interest rates, foreign currency exchange rates, in connection with the Issuer's operations or hedging performed by the Issuer to reduce the negative effect of the above risks:

***The Issuer is exposed to the following key financial risks:***

- *risks of interest rate fluctuation on the financial markets;*
- *inflation growth risk.*

***The Issuer does not hedge its risks.***

Risks of floating interest rate fluctuations:

***Since the Issuer intends to place Bonds, its activities may be affected by the fluctuations of interest rates on the financial market.***

***Moreover, since the Issuer may use other borrowed finances in its activities, in addition to those obtained through Bonds placement, the growing interest rates for bank loans and other borrowing instruments may increase the Issuer's costs in connection with servicing of its debt liabilities. This risk is evaluated by the Issuer as insignificant.***

Sensitivity of the issuer's financial position, its liquidity, financing sources, operation results, etc. to currency exchange rate variations (currency risks):

***Since the Issuer has no revenues in a foreign currency and no liabilities expressed in a foreign currency, the Issuer's financial position is not sensitive to currency exchange rate variations. As of the approval date of this Securities Prospectus, the Issuer does not expect any revenues in a foreign currency or any liabilities expressed in a foreign currency.***

Proposed actions to be taken by the Issuer in case of a negative effect of foreign currency exchange rate and interest rate variations on the Issuer's operations:

***In case of any risk of negative effect of foreign currency exchange rate and interest rate variations, the Issuer shall develop and implement additional programs to improve the correspondence in the structure of assets and liabilities, revenues and costs.***

Effect of inflation on the yield on securities of the Issuer. Critical values of inflation (according to the Issuer) as well as proposed actions to be taken by the Issuer to reduce the specified risk:

***According to the Issuer, variation of inflation indicators cannot in itself significantly impact performance of obligations by the Issuer. At the same time, significant variation of inflation may have indirect effect on the Issuer's operations.***

***According to the Issuer, the critical inflation rate which may affect the yield on the Issuer's placed securities is 25-30% per annum. Achievement of the critical inflation rate is considered hardly probable by the Issuer.***

***The current and expected inflation rates are far from being critical for the industry and the Issuer. At the same time, the Issuer focuses on constraining the cost escalation and evaluation of inflation risk when making its investment decisions. The Issuer prepares its business development plans so as to mitigate the possible inflation risk to the maximum.***

Financial report indicators of the Issuer which are most likely to change under the effect of specified financial risks: revenues, interest payable, net profit (loss). <b>Risk</b>	Likelihood of occurrence	Nature of changes in the reports, including effect on possibility of losses
Growing interest rates for bank loans or other borrowing instruments	Average	Variation of interest rates may increase the cost of borrowing for the Issuer. As a result, the costs may exceed the revenues and the Issuer may bear losses.

		Despite the existence of real probability of interest rate variation, the Issuer evaluates the risk of associated losses as low.
Currency exchange rate variations	The probability of risk realization for the Issuer is zero because the Issuer has no revenues in a foreign currency or liabilities expressed in it	Since the Issuer has no revenues in a foreign currency and no liabilities expressed in a foreign currency, the Issuer's financial position is not sensitive to currency exchange rate variations. As of the approval date of this Securities Prospectus, the Issuer does not expect any revenues in a foreign currency or any liabilities expressed in a foreign currency.

### 3.5.4. Legal risks

Legal risks associated with the Issuer's activities (individually for domestic and external markets):

*In the foreseeable future, there are risks associated with variation of foreign currency, tax, customs, and license laws which may affect the Issuer's financial condition. However, according to the Issuer, such risks are insignificant.*

*The Issuer performs its activities in strict compliance with the tax, customs, and foreign currency laws, monitors and reacts to any changes therein in due time and maintains a constructive dialog with the regulatory authorities in connection with interpretation of legislation norms.*

*The existing weaknesses of the Russian legal system and Russian laws create the atmosphere of uncertainty in commercial activities and financial intermediation sectors.*

*In many cases, similar uncertainty, even though at a smaller degree, is still observed in the countries with more advanced legal base of market-driven economy.*

*Such weaknesses include the following:*

- fast development of the Russian legal base and, as a result, discrepancies between the laws, Russian President's orders and decrees, resolutions, ordinances, and other acts of the government, ministries, and local authorities. Moreover, a number of basic Russian laws were made effective only recently and quite often there are no subordinate acts which enable application of specific laws;*
- inconsistency of judicial authorities in implementation of uniformity principle in legal practice and relative lack of experience of judges and courts in interpretation of certain Russian legislative norms, especially in the field of trade and corporate laws;*
- insufficient qualification of judges and supervisory authorities for handling legal disputes regarding derivative financial instruments (and instruments which contain elements of derivative financial instruments), their understanding of the economic nature of such instruments and generally recognized principles for execution and performance of such transactions;*
- insufficient number of judges and financing, insufficient immunity against economic and political influence in Russia.*

*The above weaknesses may affect the Issuer's ability to enforce the Issuer's rights and protect its interests should any claims be made by the third parties.*

Risks associated with variation of foreign currency regulations:

Domestic market:

*Since the Issuer has no revenues in a foreign currency and no liabilities expressed in a foreign currency, the Issuer's position is not sensitive to variations of currency regulations. As of the approval date of the Prospectus, the Issuer does not expect any revenues in a foreign currency or any liabilities expressed in a foreign currency.*

Foreign market:

***The Issuer operates in the Russian Federation. Therefore, the risks associated with variation of foreign currency regulations generally occur when operating on the domestic market, which is characteristic of the majority of business entities operating in the Russian Federation.***

Risks associated with variation of tax laws:

Domestic market:

***The Russian Federation government continues reformation of economic and commercial infrastructure in the course of transfer to the market-based economy. Therefore, the laws and regulatory documents which impact the economic situation are still quickly changing. Changes in the legal system are characterized by lack of sophistication, multiple interpretation versions, and established practice of discretionary resolutions made by authorities. Thus, for example, correctness of tax accrual and payment may be verified by a number of authorities which have the legal right to impose fines and charge penalties. The Issuer's management considers that the tax liabilities are fully reflected in accordance with their understanding of the tax laws; however, the above factors may result in occurrence of additional tax risks for the Issuer.***

Foreign market:

***Risks associated with variation of tax laws on the external market are considered by the Issuer to be minimal because the Issuer is a resident of the Russian Federation which signed a number of tax treaties to avoid double taxation for its residents, which gives the Issuer grounds to consider these risks as minimal.***

Risks associated with variation of customs control rules and duties:

Domestic market:

***Since the Issuer does not export or import any goods, work or services, variation of customs laws will not affect its activities.***

Foreign market:

***Since the Issuer does not export or import any goods, work or services, variation of customs laws will not affect its activities.***

Risks associated with variation of requirements to licensing of the Issuer's main operations or licensing of rights to use the items with limited turnover (including natural resources):

Domestic market:

***The Issuer performs no activities which are subject to licensing. The Issuer does not use any items with limited turnover (including natural resources).***

Foreign market:

***The Issuer performs no activities which are subject to licensing. The Issuer does not use any items with limited turnover (including natural resources).***

Risks associated with variation of legal practice in connection with the Issuer's operations (including any licensing matters) which may affect its operation results as well as the results of current legal procedures with the Issuer's involvement:

Domestic market:

***The Issuer is not involved in any current legal processes. According to the Issuer, the risks associated with variation of legal practice in connection with the Issuer's operations are minimal.***

Foreign market:

***The Issuer is not involved in any current legal processes. According to the Issuer, the risks associated with variation of legal practice in connection with the Issuer's operations are minimal.***

### **3.5.5. Risks associated with the Issuer's operations**

*The Issuer's operations will be associated with capital investments in securities; therefore, the risks characteristic to the Issuer's operations in the financial market, including the securities market, may be associated, inter alia, with selection of certain investment subjects, establishment of certain securities portfolio structure, including certain instruments and maturity dates, selection of periods for investment or sale of assets. At the same time, the Issuer implements a well-balanced policy of risk management and therefore, according to the Issuer, such risks are minimal.*

*There are no risks associated with the current legal actions because the Issuer is not involved into any legal actions;*

*There are no risks associated with the absence of possibility to renew the Issuer's license to perform a certain type of activity or use the items with limited turnover (including natural resources), because the Issuer does not perform any activities which are conditional upon a special permit (license) in accordance with the Russian Federation laws;*

*There are no risks associated with possible liability of the Issuer for the third-party debts, including the Issuer's subsidiaries because the Issuer has no subsidiaries and issued no guarantees to secure any third-party debts.*

*However, the Issuer may be subject to subsidiary liability for the obligations of Non-Bank Credit Organization Closed Joint-Stock Company National Settlement Depository, i.e., the entity which performs centralized storage of bonds, to transfer the yield on Bonds to the Bondowners.*

*The depository which performs mandatory centralized safekeeping of securities must transfer the yield on securities to its depositors, represented by nominee holders and trustees – professional securities traders, within one business day after yield receipt and, in case of transfer of the last yield on securities, which the Issuer failed to perform within the established timeframe or improperly performed, within three business days after yield receipt. Yield on securities shall be transferred to other depositors within seven business days after receipt. The Issuer bears subsidiary liability in relation to the depositors of the depository in charge of mandatory centralized safekeeping of securities for performance of the specified obligation by this depository. The depository performing mandatory centralized safekeeping of securities shall transfer the yield on securities to the depositor – nominee holder to the special holding account or account of the depositor – nominee holder being a credit organization (see section 9 of the Securities Prospectus).*

*The Issuer has no risks associated with possible loss of consumers generating at least 10 per cent of the total proceeds from the sale of products (work, services) of the Issuer, because the Issuer does not sell any goods, perform any work or deliver any services.*

### **3.5.6. Bank risks**

*No information is specified because the Issuer is not a credit organization.*

#### **IV. Detailed information on the Issuer**

##### **4.1. Establishment and development of the Issuer**

###### **4.1.1. Data on the Issuer's (trade) name**

Full corporate name of the Issuer: ***TTB INVEST PRODUCTION Limited Liability Company***

Date of assignment of the current full corporate name: ***10/10/2014***

Corporate name in English: ***TTB Invest Production LLC***

Date of assignment of the current full corporate name in English: ***10/10/2014***

Short corporate name of the Issuer: ***TTB Invest Production LLC***

Date of assignment of the current abbreviated corporate name: ***10/10/2014***

Information on similarity of the Issuer's full or abbreviated corporate name to the name of another legal entity:

***The full and abbreviated corporate names of the Issuer are not similar to the names of other legal entities.***

Information on registration of the Issuer's corporate name as a trademark or service mark:

***The Issuer's trade name is not registered as a trademark or service mark.***

Information on change of the Issuer's corporate name during the period of the issuer's existence:

***No changes were made in the Issuer's corporate name during the period of its existence.***

###### **4.1.2. Information on state registration of the Issuer**

Information on state registration of the Issuer – legal entity registered after 1 July 2002:

Primary State Registration Number (OGRN) of the legal entity: ***5147746208605***

Date of its state registration: ***10/10/2014***

Name of registration authority which made an entry on legal entity establishment in the unified state register of legal entities: ***Interdistrict Inspectorate of Federal Tax Service No. 46 for Moscow***

###### **4.1.3. Information on establishment and development of the Issuer**

Closing date of the Issuer's establishment:

***The Issuer was established for an indefinite period.***

Short description of Issuer's establishment and development: ***The Issuer was established on 10/10/2014 for an indefinite period.***

***The Issuer was established with the corporate name of TTB Invest Production Limited Liability Company which was assigned on the establishment date on 10/10/2014.***

***The Issuer is a limited liability company which operates in the Russian Federation. The Issuer's principal activity is investing into securities. Since the date of its state registration, the Issuer has not performed any financial and operational business activities.***

Objective of the Issuer's establishment: ***In accordance with the Issuer's Articles of Association, the main objective of the Issuer is generation of profit. The Issuer has no mission.***

Issuer's development history:

***From the date of its state registration to the Prospectus approval date, the Issuer performed business activities in the framework of its main operations.***

***Since the date of its establishment, the Issuer is managed by its current Director General T.A. Stukalova.***

*Since the date of its state registration, the Issuer has not issued any securities. The Issuer intends to make initial public offering of documentary non-convertible interest-bearing bonds payable to bearer subject to mandatory centralized safekeeping of series 01 consisting of five million (5,000,000) bonds having a nominal value of one thousand (1,000) rubles each with a maturity on one thousand eight hundred twentieth (1,820th) day from the commencement date of placement of the bonds publicly offered and callable at the owners' request.*

*The Issuer has no other significant stages of development.*

Other information on the Issuer's activities which may be significant when making resolutions regarding acquirement of the Issuer's securities: *not available*.

#### **4.1.4. Contact details**

Location of the issuer: *23 Osennyaya St., Moscow, 121609 Premises 1, room 16*

Another address for sending correspondence to the Issuer by post: *not available*

Phone number of the Issuer: *+7 (903) 588-1115*

Fax number of the Issuer: *not available*

E-mail address of the Issuer: [info@ttbinvestproduction.ru](mailto:info@ttbinvestproduction.ru)

Address of the website(s) with information on the Issuer, securities placed and/or to be placed by the Issuer: *http://ttbinvestproduction.ru, http://www.e-disclosure.ru/portal/company.aspx?id=35006*

Information on special division of the Issuer (third party) working with the shareholders and investors of the Issuer: *The Issuer has not established any special division working with the shareholders and investors.*

#### **4.1.5. Taxpayer's identification number**

*7731481567*

#### **4.1.6. Branches and representative offices of the Issuer**

*The Issuer has no branches of representative offices.*

### **4.2. Main operations of the Issuer**

#### **4.2.1. Industry affiliation of the Issuer**

Code of the Issuer's main line of work according to OKVED (Russian classification of economic activities): *65.23.1*

#### **4.2.2. Main operations of the Issuer**

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

*There are no significant new types of products (work, services) offered by the Issuer on its main operation market.*

#### **4.2.3. Materials, goods, and suppliers of the Issuer**

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

#### **4.2.4. Sales markets for the Issuer's products (work, services)**

*On the Prospectus approval date, the Issuer plans to perform its activities on the financial market, including the securities market.*

*Main factors which may affect the Issuer's activities and possible actions to be taken by the Issuer to mitigate their effect are described in Clause 3.5 of this Prospectus.*

#### **4.2.5. Information on permits (licenses) or clearance for performance of certain work types by the Issuer**

*The Issuer has no permits (licenses), special clearances for performance of certain work types.*

#### **4.2.6. Information on activities of individual categories of issuers of equity securities**

*The Issuer is not a joint-stock investment fund, insurance or credit organization or mortgage agent.*

#### **4.2.7. Additional information on the Issuers specializing in extraction of mineral resources**

*No information is specified because extraction of mineral resources is not the main operations of the Issuer.*

#### **4.2.8. Additional information on the Issuers specializing in delivery of communication services**

*No information is specified because delivery of communication services is not the main operations of the Issuer.*

#### **4.3. Planned future activities of the Issuer**

*The Issuer plans to continue its capital investments into securities on the Russian market. The Issuer plans to use its main operations as the revenue source in the future. The Issuer does not plan any operation on the external market.*

*The Issuer does not plan arrangement of new production facilities, expansion or reduction of production, development of new product types, modernization or restructuring of fixed assets, possible change of the main operations.*

#### **4.4. Issuer's interest in industrial, bank and financial groups, holdings, group of companies, and associations**

*The Issuer does not participate in any bank groups, bank holdings, holdings or associations.*

#### **4.5. Subsidiaries and controlled companies of the Issuer**

*The Issuer has no subsidiaries or controlled companies.*

#### **4.6. Composition, structure, and value of the Issuer's fixed assets, information on planned acquisition, replacement, retirement of fixed assets and any encumbrance of the Issuer's fixed assets**

*No information is specified because the Issuer has no fixed assets.*

#### **4.7. Controlled companies of the Issuer of material significance for it**

*No information is specified because the Issuer has no controlled companies of material significance.*

## **V. Information on the Issuer's financial and operational business**

### **5.1. Financial and operational business of the Issuer**

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

### **5.2. Liquidity, adequacy of capital and working assets of the Issuer**

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

### **5.3. Size and structure of the Issuer's capital and working assets**

#### **5.3.1. Size and structure of the Issuer's capital and working assets**

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

Financing sources of the Issuer's working assets (the Issuer's own sources, borrowings, loans):  
*the Issuer finances its working assets for account of borrowed funds in the form of loans and borrowings. Further financing of working assets is also planned for account of the Issuer's own funds and borrowed funds in the form of loans and borrowings.*

The Issuer's policy for financing its working assets:  
*The Issuer shall further raise borrowings as required to finance its working assets.*

Factors which may change the policy for financing the working assets and evaluated probability of their occurrence:

*The volume of borrowings raised to finance the Issuer's working assets may change due to the changes in the market situation. The probability of changes in the market situation is evaluated by the Issuer as low. The probability of other changes in the policy of financing of working assets is evaluated by the Issuer as low.*

#### **5.3.2. Financial investments of the Issuer**

The list of financial investments of the Issuer which account for at least 10 per cent of all its financial investments as of the end of the last financial year up to the approval date of the Securities Prospectus:

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

If the Issuer's funds are held on deposit accounts or other accounts with the banks and other credit institutions with suspended or revoked licenses or if a resolution was made to restructure or liquidate such credit organizations, to initiate the bankruptcy proceedings or declare such organizations insolvent (bankrupt), information on the scope of losses (potential losses) in connection with such events shall be specified.

Information on the losses shall be presented in the Issuer's evaluation of financial investments as reflected in the accounting (financial) reports of the Issuer for the period from the start of the reporting year to the approval date of the Securities Prospectus.

*The Issuer holds no funds on deposit accounts or other accounts with the banks and other credit organizations with suspended or revoked licenses, or with the banks and other credit organizations being subject to the resolution to restructure or liquidate such credit organizations, to initiate the bankruptcy proceedings or declare such organizations insolvent (bankrupt).*

Financial accounting standards (rules) which were followed by the Issuer to perform calculations reflected in this Clause of the Securities Prospectus: *Russian Accounting Standards "Intangible Asset Accounting" (RAS 14/2007) approved by Order of RF Ministry of Finances No. 153n dated 27/12/2007.*

### **5.3.3. Intangible assets of the Issuer**

Information on the composition, initial (replacement) value of intangible assets and their depreciation value accrued over the last 5 completed financial years or for each completed financial year, if the Issuer performs its activities for less than 5 years, unless this information is reflected in the Issuer's financial reports for the corresponding period:

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

If intangible assets were contributed to the authorized capital or were received in exchange for no consideration, information on the valuation methods applied to the intangible assets and their estimated value shall be disclosed:

*No intangible assets were contributed to the authorized capital or received in exchange for no consideration.*

Standards (rules) of financial reporting followed by the Issuer to present information on its intangible assets: *Russian Accounting Standards "Intangible Asset Accounting" (RAS 14/2007) approved by Order of RF Ministry of Finances No. 153n dated 27/12/2007.*

### **5.4. Information on the policy and costs of the Issuer in the field of scientific and technical development, in connection with licenses and patents, new developments and studies**

Information on the Issuer's policy in the field of scientific and technical development for the last 5 completed financial years or for each completed financial year, if the Issuer performs its activities for less than 5 years, including disclosure of costs for performance of scientific and technical activities on account of the Issuer's own funds for each reporting period:

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

Information on legal protection of the main intellectual property items created and obtained by the Issuer (including information on the issue date and validity periods of patents for invention, mask work, and industrial design, on state registration of trademarks and service marks, designation of goods' origin):

*The Issuer has not created or obtained any legal protection for the intellectual property items.*

Main utilization fields and results for the main intellectual property items of the Issuer: *none*

Risk factors associated with possible expiration of validity periods of the Issuer's main patents, licences for trademark utilization: *none*

### **5.5. Analysis of factors and conditions which have effect on the Issuer's operations**

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

#### **5.5.1. Analysis of factors and conditions which have effect on the Issuer's operations**

Factors and conditions (effect of inflation, variation of foreign currency exchange rates, resolutions of state authorities, various economic, financial, political, and other factors) which impact the Issuer's operations and had effect on variation of revenues from sale of goods, products, work, services by the Issuer, and profit (losses) of the Issuer from the main operations:

*The Issuer's operations are impacted by the general development trends of Russian and international financial markets.*

Forecast duration of effect of the specified factors and conditions:

*According to the Issuer, the development dynamics of the Russian securities market in the mid-term perspective will be positive. Considering certain factors, higher volumes, liquidity, diversity of investments, average term of investment can be established with a high degree of probability. Moreover, the market*

*demonstrates a trend to increase the complexity of publicly traded instruments and interest of institutional investors in diversification of their investment portfolios towards the instruments where the yield is not exclusively fixed.*

Actions taken by the Issuer and actions planned to be taken by the Issuer in the future for efficient use of such factors and terms:

*The Issuer raises financing through the issue of bonds and plans to continue doing so if the trend to lower interest rates is resumed. To enable efficient use of such factors and conditions, the Issuer raises and plans to raise finances on the stock market during the periods of lowest interest rates and excessive cash liquidity of market players.*

Methods used by the Issuer and methods planned to be used by the Issuer in the future to reduce negative effect of factors and conditions which impact the Issuer's operations:

*The Issuer performs and plans to perform detailed survey of the market situation in order to determine the commencement date of the bond placement and an optimum coupon rate in accordance with the Issuer's interest and market expectations.*

Significant events/factors which may have the strongest negative effect on the Issuer's ability to achieve the same or better results in the future compared with the results achieved over the last completed reporting period before the approval date of the Securities Prospectus as well as the probability of occurrence of such events (factors):

*The following significant events/factors may have the strongest negative effect on the Issuer's ability to achieve high results in the future:*

- variation of interest rates on financial markets;*
- variation of volatility level on the Russian and/or international financial markets;*
- deterioration of the general investment climate in the Russian Federation;*
- amendment of laws regulating the issue and circulation of securities.*

*According to the Issuer, the probability of occurrence of such events/factors is average.*

Significant events/factors which may improve the Issuer's operation results and probability of their occurrence and duration:

*The following main factors may improve the Issuer's operation results:*

- improvement of the general investment climate in the Russian Federation;*
- higher credit rating of the Russian Federation;*
- inflow of foreign investors to the Russian stock market;*
- expansion of investor base on the Russian stock market (insurance companies, pension funds, unit investment funds, etc.).*

*The Issuer considers the above factors as significant and evaluates the probability of their occurrence as average. At the same time, the majority of these factors have macroeconomic nature and do not depend on the Issuer's actions.*

*According to the Issuer, the effect of the above factors will be maintained in the short-term and long-term perspective.*

### **5.5.2. Issuer's competitors**

The main current and expected competitors of the Issuer performing the same main operations, including foreign competitors:

*The Issuer has no current or expected competitors, including any foreign competitors.*

*According to the Issuer, it will have no current or expected competitors, including foreign competitors.*

List of the Issuer's competitive advantages, including description of their effect on the competitive advantages of the produced product (work, services):

*Considering the nature and specific characteristics of the Issuer's operations and absence of direct competitors, no competitive advantage factors are specified for the Issuer.*

**VI. Detailed information on the persons included into the Issuer's management bodies, the Issuer's financial and operational business control bodies, and brief information on the Issuer's employees (personnel)**

**6.1. Information on the structure and competence of the Issuer's management bodies**

Full description of the structure of the Issuer's management bodies and their competence in accordance with the Issuer's Articles of Association (memorandum of association):

*The Issuer's has the following management bodies:*

- General Meeting of Members;*
- Director General.*

*According to its Articles of Association, the Issuer shall have no board of directors (supervisory board) or collective executive body.*

*The competence of the General Meeting of the Issuer's Members includes the following (Clause 10.2. of the Issuer's Articles of Association):*

- 1) determination of the priority fields of the Company's operation, principles of the Company's property formation and use;*
- 2) approval and amendment of the Company's Articles of Association, including the size of the Company's Authorized Capital;*
- 3) establishment of the Company's executive body (appointment of the Company's Director General) and termination of their powers early; making a resolution to assign the powers of the Company's sole executive body to the manager, approval of this manager and terms of agreement with the manager;*
- 4) approval of the annual reports and accounting (financial) reports of the Company;*
- 5) appointment of the audit company or an individual auditor for the Company;*
- 6) making a resolution regarding distribution of net Company profit between the Company's Members;*
- 7) approval (adoption) of the documents regulating the internal activities of the Company (internal Company's documents);*
- 8) making a resolution to restructure or liquidate the Company, to appoint a liquidation committee (liquidator) and to approve the liquidation balance sheet;*
- 9) making resolutions on establishment of other legal entities by the Company, on the Company's interest in other legal entities, on establishment of branches and representative offices of the Company;*
- 10) increase of the Company's Authorized Capital on account of its property;*
- 11) increase of the Company's Authorized Capital on account of additional contributions to be made by the Company's Members;*
- 12) increase of the Company's Authorized Capital on the grounds of application of the Company's Member (applications of the Company's Members) for making an additional contribution and application of a third party (applications of third parties) for joining the Company and making a contribution;*
- 13) granting of additional rights to the Members or imposition of additional obligations on the Members;*
- 14) imposition of additional obligations on a certain Member;*
- 15) termination or limitation of additional rights granted to the Member; termination of additional obligations imposed on the Member;*
- 16) approval of the monetary valuation of non-monetary contributions into the Authorized Capital made by the Company's Members or third parties joining the Company;*
- 17) pledging of the Member's share in favor of another Company's Member or a third party;*
- 18) making a resolution regarding settlement of a transaction of interest by the Company;*
- 19) making a resolution regarding settlement of a major transaction by the Company;*
- 20) distribution of the share held by the Company between the Company's Members or sale of the share held by the Company to certain Company's Members or third parties;*
- 21) payment of the actual value of the Company's property by the Company's Members in case of forfeiture of the share in the Authorized Capital of any Company's Member;*
- 22) making resolutions regarding other matters within the competence vested in the General Meeting in accordance with the Federal Law and the Articles of Association.*

*The Company's Director General (Clause 11.4. of the Issuer's Articles of Association):*

- 1) ensure compliance with resolutions made by the General Meeting of Members;
- 2) act on behalf of the Company without power of attorney, as well as represent its interests and settle transactions;
- 3) issue powers of attorney to represent the Company, including the powers of attorney with the right of substitution;
- 4) review the current and perspective work plans;
- 5) ensure performance of the Company's action plans;
- 6) prepare materials, drafts, and proposals on the matters proposed for review at the General Meeting of Members;
- 7) manage the Company's property within the limits established by the General Meeting of Members and the Articles of Association;
- 8) open settlement, foreign currency, and other accounts of the Company with the banks;
- 9) sign agreements and settle other transactions, issue powers of attorney on behalf of the Company;
- 10) approve the contractual rates for the Company's services and products;
- 11) organize financial accounting and reports;
- 12) submit the Company's annual report and balance sheet for approval at the General Meeting of Members;
- 13) issue orders on appointment of the Company's employees to certain positions, their transfer and termination of employment, give incentives and apply disciplinary sanctions;
- 14) approve the staffing charts for the Company, the Company's branches and representative offices;
- 15) make resolutions regarding other matters associated with the daily activities of the Company;
- 16) exercise other powers included into the scope of competence of the Director General in accordance with the Federal Law and the Company's Articles of Association.

Information on a corporate ethics (governance) code of the Issuer or on another similar document: *no such document.*

Information on internal documents of the Issuer regulating the activities of its bodies: *no such documents*

Address of the web page with a free access to the full text of the current version of the Issuer's Articles of Association and internal documents regulating the activities of the Issuer's bodies as well as the Issuer's corporate governance code, if any: <http://ttbinvestproduction.ru>; <http://www.e-disclosure.ru/portal/company.aspx?id=35006>

## 6.2. Information on the persons included into the Issuer's management bodies

*In accordance with the Issuer's Articles of Association, the company has the following management bodies:*

- *General Meeting of Members;*
- *Director General.*
- 

*According to its Articles of Association, the Issuer shall have no board of directors (supervisory board) or collective executive body.*

Information on the person performing the functions of the Issuer's sole executive body (Director General):

Surname, given name, patronymic *Stukalova, Tatiana Alexandrovna*

Year of birth: *1975*

Education: *higher*

All positions occupied by the specified person in the Issuer's company and other companies over the last 5 years and at the present time, including those occupied concurrently, in chronological order:

<i>Period</i>		<i>Company</i>	<i>Job title</i>
<i>From</i>	<i>To</i>		
<i>05/2009</i>	<i>10/2012</i>	<i>7 Summits Club Limited Liability Company</i>	<i>Travel manager</i>
<i>10/2013</i>	<i>05/2014</i>	<i>"INNA TOUR" Closed Joint-Stock Company</i>	<i>Head of Popular Destinations Department</i>
<i>10/2014</i>	<i>present time</i>	<i>TTB Invest Production LLC</i>	<i>Director General</i>

Interest of this person in the authorized (pooled) capital (unit fund) of the Issuer: *not available*.

Share of the Issuer's ordinary shares held: *The Issuer is not a joint-stock company*.

Interest of this person in the authorized (pooled) capital (unit fund) of the Issuer's subsidiaries and controlled companies: *not available*.

Volume of ordinary shares held by this person in the Issuer's subsidiary or controlled company: *not available*.

Number of shares in the Issuer's subsidiary or controlled company of each category (type) which may be purchased by this person by exercising the rights in connection with the options for the Issuer's subsidiary or controlled company held by this person: *not available*.

Nature of any family relations with other persons included into the Issuer's management bodies and/or the Issuer's financial and operational business control bodies: *no family relations*.

Information on institution of administrative action against this person in connection with the breach of law in the field of finances, taxes, and levies, securities market or criminal action (any criminal record) in connection with the crime in the field of economy or crime against state authorities: *none*.

Information on any positions held by this persons in the management bodies of commercial companies during the period when bankruptcy proceedings were instituted against the said companies and/or any of the bankruptcy procedures was imposed on them in accordance with the Russian Federation law on insolvency (bankruptcy): *none*.

### **6.3. Information on remuneration, benefits and/or compensation of costs for each management body of the Issuer**

*No such information is specified in relation to the Issuer because the Issuer's Articles of Association do not provide for establishment of the board of directors and a collective executive body.*

### **6.4. Information on the structure and competence of the Issuer's financial and operational business control bodies**

Full description of the structure of the Issuer's financial and operational business control bodies and their competence in accordance with the Articles of Association (memorandum of association) and internal documents of the Issuer:

*According to its Articles of Association, the Issuer shall not have any Issuer's financial and operational business control bodies.*

Information on arrangement of the internal financial and operational business control system of the Issuer (internal audit): *There is no internal control system*

Information on the internal audit service (a body, other than the revision commission (internal auditor), which performs internal control over the Issuer's financial and operational business), its quantitative composition and work period: *there is no internal audit service. The Issuer is audited by an external auditor in the framework of the corresponding agreement.*

Information on the Issuer's internal document which establishes the rules for prevention of confidential and insider information utilization: *no such document*.

### **6.5. Information on the persons included into the Issuer's financial and operational business control bodies**

*According to its Articles of Association, the Issuer shall not have any Issuer's financial and operational business control bodies.*

**6.6. Information on remuneration, benefits and/or compensation of costs for the Issuer's financial and operational business control body**

*According to its Articles of Association, the Issuer shall not have any Issuer's financial and operational business control bodies.*

**6.7. Information on the headcount and summarized data on education and composition of the Issuer's employees (personnel) as well as on variation of the Issuer's employee (personnel) headcount**

The average headcount of the Issuer's employees (personnel), including those employed by its branches and representative offices, the amount of payroll and social contributions for the last 5 completed financial years or for each completed financial year, if the issuer performs its activities for less than 5 years:

*No information is specified because the Issuer was established on 10 October 2014 and there are no completed reporting periods on the Prospectus approval date.*

*No variations occurred in the headcount of the Issuer's employees (personnel).*

*There are no employees who have significant effect on the Issuer's financial and operational business. No trade union was established.*

**6.8. Information on any liabilities of the Issuer in relation to the employees (personnel) in connection with their participation in the authorized (pooled) capital (unit fund) of the Issuer**

Agreements or obligations of the Issuer in connection with possible participation of the Issuer's employees (personnel) in its authorized (pooled) capital (unit fund): *there are no such agreements or liabilities.*

Interest in the authorized (pooled) capital (unit fund) of the Issuer (number of ordinary shares of the Issuer – joint stock company) which may be acquired in accordance with such agreements or liabilities by the Issuer's employees (personnel): *not available.*

Share of issuers being joint-stock companies; information on provision or possible provision of the Issuer options to the employees (personnel) of the Issuer shall be disclosed additionally:

*The Issuer is not a joint-stock company.*

## **VII. Information on the Issuer's members (shareholders) and transactions of interest performed by the Issuer**

### **7.1. Information on the total number of the Issuer's shareholders (members)**

The total number of the Issuer's members as of the approval date of the Securities Prospectus: **One (1)**.  
**No other information is specified because the Issuer is not a joint-stock company.**

### **7.2. Information on the Issuer's members (shareholders) holding at least 5 per cent of its authorized (pooled) capital (unit fund) or at least 5 per cent of its ordinary shares and information on their controlling persons and, in absence of such persons, on their members (shareholders) holding at least 20 per cent of the authorized (pooled) capital (unit fund) or at least 20 per cent of their ordinary shares**

Persons holding at least 5 per cent of the Issuer's authorized (pooled) capital (unit fund) or at least 5 percent of the issuer's ordinary shares:

1. Full corporate name: **VERDANIGHT TRADING LIMITED**

Short corporate name: **not applicable**

Location: **6 Dikomou, apt./office 4, 4102, Agios Athanasios, Limassol, Cyprus.**

INN: **not applicable**

OGRN: **not applicable**

Reg. No. **HE 335118**

Interest of the Issuer's member in the authorized (pooled) capital (unit fund) of the Issuer: **100%**

Share of the Issuer's ordinary shares held by this person: **none; the Issuer is not a joint-stock company.**

The persons controlling the Issuer's member holding at least 5 percent of its authorized (pooled) capital (unit fund) or holding at least 20 per cent of the authorized (pooled) capital (unit fund) or at least 20 per cent of the ordinary shares of this Issuer's member: **no such persons**

Other information to be specified by the Issuer at its own discretion: **none**

### **7.3. Information on the interest of the state or municipal entity in the authorized (pooled) capital (unit fund) of the Issuer, existence of special right ("golden share")**

Information on the share held by the state (municipal entity) in the authorized (pooled) capital (unit fund) of the Issuer and special rights. The share of authorized (pooled) capital (unit fund) of the Issuer held by the state (federal authorities, constituent entities of the Russian Federation), municipal entities: **no such shares.**

Special right of the Russian Federation, constituent entities of the Russian Federation, municipal entities to participate in management of the Issuer – joint-stock company ("golden share"), the validity period of the special right ("golden share"): **no such right.**

### **7.4. Information on limitations for participation in the authorized (pooled) capital (unit fund) of the Issuer**

Limitations for the number of shares held by one shareholder and/or their total nominal value and/or maximum number of votes granted to one shareholder as stipulated by the Issuer's Articles of Association: **no information is specified because the Issuer is not a joint-stock company.**

Limitations for participation of foreign persons in the Issuer's authorized capital established by the Russian Federation law or other regulatory legal acts of the Russian Federation: **none.**

Other limitations associated with participation in the authorized (pooled) capital (unit fund) of the Issuer: **none.**

**7.5. Information on changes in the composition and volume of interest owned by the Issuer's members (shareholders) holding at least 5 per cent of its authorized (pooled) capital (unit fund) or at least 5 per cent of its ordinary shares**

*No changes occurred in the composition and volume of interest owned by the Issuer's members since the establishment date of the Issuer .*

**7.6. Information on transactions of interest performed by the Issuer**

*No such transactions were settled.*

**7.7. Information on accounts receivable**

*No data is specified because the Issuer was established on 10/10/2014 and there are no completed reporting periods on the Prospectus approval date.*

## **VIII. Accounting (financial) reports of the Issuer and other financial information**

### **8.1. Annual accounting (financial) reports of the Issuer**

The composition of the annual accounting (financial) reports of the Issuer to be annexed to the Securities Prospectus:

a) annual accounting (financial) reports of the Issuer with expired submission timeframe or those prepared before expiration of the said timeframe, for the last three completed financial years before the approval date of the Securities Prospectus or for each completed financial year, if the Issuer operates for less than three years; the reports shall be prepared in accordance with the Russian Federation laws and shall have the auditor's (auditors') opinion on the said accounting (financial) reports annexed thereto.

*The Prospectus includes the inductive accounting (financial) statements of the Issuer prepared as of 10 October 2014.*

*The inductive accounting (financial) statements of the Issuer annexed to this Prospectus (Annex No. 1) include:*

*- Balance sheet as of 10 October 2014.*

*- Profit and loss statement for the period from 10 October to 10 October 2014.*

*- Auditor's opinion on the inductive accounting (financial) statements of the Issuer prepared as of 10 October 2014.*

b) if the Issuer has the annual accounting (financial) reports prepared in accordance with the International Financial Reporting Standards (IFRS) or other internationally recognized rules (different from the IFRS), these annual accounting (financial) reports of the Issuer shall be submitted additionally in Russian for the period as stipulated by para "a" above. In this case, the standards (rules) followed for preparation of such accounting (financial) reports shall be specified additionally.

*No such reports are prepared.*

### **8.2. Quarterly accounting (financial) reports of the Issuer**

The composition of the quarterly accounting (financial) reports of the Issuer to be annexed to the Securities Prospectus:

a) quarterly accounting (financial) reports of the Issuer for the last reporting quarter (the reporting period covering 3, 6 or 9 months of the reporting financial year) completed before the approval date of the Securities Prospectus with expired submission timeframe or those prepared before expiration of the said timeframe in accordance with the Russian Federation laws;

*No data is specified because the Issuer was established on 10/10/2014 and there are no completed reporting periods on the Prospectus approval date.*

b) if the Issuer has the quarterly accounting (financial) reports prepared in accordance with the International Financial Reporting Standards (IFRS) or other internationally recognized rules (different from the IFRS), these quarterly accounting (financial) reports of the Issuer shall be submitted additionally in Russian for the last reporting quarter (the reporting period covering 3, 6 or 9 months of the reporting financial year) completed before the approval date of the Securities Prospectus. In this case, the standards (rules) followed for preparation of such accounting (financial) reports shall be specified additionally.

*No such reports are prepared.*

### **8.3. Consolidated accounting (financial) reports of the Issuer**

*The Issuer shall not submit the annual and interim consolidated accounting (financial) reports in accordance with the Russian Federation law on the following grounds:*

- *The Issuer is not a credit institution, insurance company, private pension fund, management company of investment funds, unit investment funds, clearing organization, federal state unitary enterprise or joint-stock company;*

- *The Issuer has no securities allowed for trade by inclusion into the quotation list;*

- *The Issuer has no subsidiaries and/or controlled companies and is not obligated to prepare the said reports as the entity controlling organizations included into the group of organizations and has no other grounds for their preparation as defined by the federal laws;*
- *The association documents of the Issuer do not provide for submission and/or publication of consolidated financial statements.*

#### **8.4. Information on the Issuer's accounting policies**

The main provisions of the Issuer's accounting policies defined by the Issuer in accordance with the Russian Federation laws on financial reporting and approved by the order of the person responsible for arrangement and state of the Issuer's financial reporting:

*Information on the main provisions of the accounting policies adopted by the Issuer for 2015 is presented in Annex No. 2 to the Prospectus.*

#### **8.5. Information on the total amount of export and share taken by export in the total sales volume**

The total amount of the Issuer's revenues earned through the export of products (goods, work, services) and the share of such revenues in the sales proceeds calculated individually for each of the last three completed financial years before the approval date of the Securities Prospectus or for each completed financial year before the approval date of the Securities Prospectus, if the Issuer performs its activities for less than three years, and for the last completed reporting period before the approval date of the Securities Prospectus:

*The Issuer does not export any products (goods, work, services)*

#### **8.6. Information on material changes in the Issuer's property after completion of the last financial year**

Information on material changes in the Issuer's property after completion of the last financial year for which the annual accounting (financial) statements are included into the Securities Prospectus and up to the approval date of the Securities Prospectus:

*No changes occurred in the Issuer's property after the date of its state registration.*

#### **8.7. Information on the Issuer's involvement in judicial proceedings, provided that this involvement may have material effect on the Issuer's financial and operational business**

Information on the Issuer's involvement in judicial proceedings in the capacity of claimant or respondent (with indication of sanctions imposed on the respondent by the judicial authority), provided that this involvement may have material effect on the Issuer's financial and operational business:

*The Issuer was not involved in any judicial proceedings in the capacity of claimant or respondent in 2014, 2015 with any material effect on the Issuer's financial and operational business. No sanctions were imposed on the respondent by the judicial authorities.*

## **IX. Detailed information on the procedure and terms of equity securities placement**

### **9.1. Information of securities to be placed**

#### **9.1.1. Background information**

Type of the securities to be placed: *bonds*

Series: *01*

Other identification attributes: *Documentary non-convertible interest-bearing bonds payable to bearer subject to mandatory centralized safekeeping of series 01 and callable at the owners' request*

Redemption term:

*The One thousand eight hundred twentieth (1,820th) day from the commencement date of the Bonds placement (hereinafter referred to as the "Redemption Date").*

*If the Bonds Redemption Date falls on a non-business holiday or a day off - regardless of whether it is a national holiday or a non-banking day - the relevant amount shall be transferred on the first business day following this non-business holiday or day off. A Bondowner shall not be entitled to demand interest accrual or any other compensation for this delay in payment.*

Completion date:

*Commencement and completion dates of the Bonds redemption are the same.*

Nominal value of each security to be placed: *One thousand (1,000) rubles*

Number of the securities to be placed: *Five million (5,000,000) pcs*

Scope of the securities to be placed in terms of nominal value: *Five billion (5,000,000,000) rubles*

Form of the securities to be placed: *documentary bonds payable to bearer subject to mandatory centralized safekeeping*

The following shall be specified additionally for the securities payable to bearer subject to mandatory centralized safekeeping: the full and abbreviated corporate name, location of the depository which will perform the centralized safekeeping of securities to be placed, number, issue date and validity period of the depository's license for performance of depository activities, issuing authority:

*Provision is made for mandatory centralized safekeeping of the Bonds.*

Depository providing the centralized safekeeping:

Full corporate name: *Non-Bank Credit Organization Closed Joint-Stock Company National Settlement Depository*

Short corporate name: *NCO CJSC NSD*

Location: *12 Spartakovskaya St., Moscow*

Postal address: *12 Spartakovskaya St., Moscow, 105066*

INN: *7702165310*

Phone: *(495) 956-27-89, (495) 956-27-90*

The number of the license to carry out depository activity: *177-12042-000100*

Date of issue: *19/2/2009*

Validity period: *without limitation as to period of validity*

Licensing body: *The Central Bank of the Russian Federation*

*If operation of NCO CJSC NSD is terminated in connection with restructuring, mandatory centralized safekeeping of the Bonds shall be performed by its legal successor. Whenever the Resolution authorising the issue of securities mentions NCO CJSC NSD, a reference is made to NCO CJSC NSD or its legal successor.*

*The Bonds shall be issued in the physical certificated form with the single certificate being issued for the entire volume of the issue (hereinafter referred to as the "Certificate"), which shall be subject to mandatory centralized safekeeping with NCO CJSC NSD (hereinafter referred to as "NSD"). No individual certificates shall be issued to the Bondowners. The Bondowners may not request the issue of the Certificate to them.*

*Prior to the commencement of the placement, TTB Invest Production LLC (hereinafter referred to as the "Issuer") shall transfer the Certificate to the NSD for safekeeping.*

*Recording and certification of the title to the Bonds, recording and certification of the Bonds transfer, including encumbrance of the Bonds, shall be performed by the NSD and other depositories which record the title to the Bonds (different from the NSD) (hereinafter referred to as the "Depositories").*

*The procedure of recording and transfer of rights to documentary emission securities subject to mandatory centralized safekeeping is governed by Federal Law No. 39-FZ On the Securities Market dated 22/4/1996 and the Regulation on Depository Activity in the Russian Federation adopted by Resolution No. 36 of the FCSM dated 16/10/1997.*

*In case of any changes in the applicable laws and/or regulatory acts applicable to the financial markets, recording and transfer of the title to the Bonds and payment of the yield on them shall be regulated with consideration of amended requirements of the laws and/or regulatory acts applicable to the financial markets.*

*The Depository recording the title to the equity securities subject to mandatory centralized safekeeping must deliver services to the depositors associated with receipt of the yield on such securities in the cash form and other cash payable to the holders of such securities.*

*The Bondowners and other persons that exercise rights attached to Bonds in accordance with the federal laws receive the payments due for the Bonds via a depository that keeps records of the rights to the Bonds they hold.*

*The deposit agreement entered into by and between a depository that keeps records of the rights to the Bonds and a depositor shall include the procedure for transferring the yield on the Bonds to a depositor.*

*The Issuer shall perform its obligation to pay the yield on the Bonds by transfer of cash to the NSD in charge of their mandatory centralized safekeeping.*

*The obligations shall be deemed discharged by the Issuer on the date the funds are credited to the NSD account.*

*The NSD must transfer the yield on the Bonds to its depositors, represented by nominee holders and trustees – professional securities traders, within one business day after the yield receipt and, in case of transfer of the last yield on the Bonds, which the Issuer failed to perform within the established timeframe or improperly performed, within three business days after the yield receipt. The Yield on the Bonds shall be transferred to the NSD within Seven (7) business days after receipt. The Issuer shall have subsidiary liability in relation to the NSD depositors for performance of specified obligations by the NSD. The NSD shall transfer the yield on the Bonds to the depositor being a nominee holder to its special holding account or an account of the depositor – the nominee holder being a credit organization.*

*The Depository recording the title to the Bonds must transfer the yield on the Bonds to its depositors, represented by nominee holders and trustees – professional securities traders, within one business day after the yield receipt and to other depositors within Seven (7) business days after corresponding yield receipt and within Fifteen (15) business days after the date when the NSD disclosed information on transfer of the yield on the Bonds payable to its depositors in accordance with the applicable laws. The yield on the Bonds shall be transferred to the depositor being the nominee holder to the special holding account or an account of the depositor – the nominee holder being a credit organization.*

*After expiration of the specified Fifteen (15) days, the depositors may request payment of the yield on the Bonds payable to them from the depository and bound with it by a depository agreement, regardless of whether the depository has received the said yield.*

*The requirements associated with the depository's obligation to transfer the yield on the Bonds to its depositors within Fifteen (15) business days after the date when the NSD disclosed information on transfer of the yield on the Bonds received by the NSD to its depositors being the nominee holders and trustees – professional securities traders, shall not be applicable to the depository which became the depositor of another depository in accordance with the written order of its depositor and did not receive the yield payable on the Bonds from another depository.*

*The depository shall transfer monetary payments in relation to the Bonds to a person being a depositor:*

*1) at the end of the working day preceding the date determined in accordance with the document which certifies the rights associated with the Bonds and on which the obligation to pay the yield on the Bonds should be performed;*

2) at the end of the working day following the date on which the NSD, under the applicable laws, discloses information on the yield on the Bonds which were received by the NSD and must be transferred, in case of the Issuer's failure to discharge or improper discharge of the obligation to make the last payment of the yield on the Bonds on an established date.

The depository transfers to its depositors the payments for Bonds in proportion to the amount of the Bonds recorded in their securities accounts at the end of the working day determined in accordance with the previous paragraph.

The NSD must disclose information on:

1) receipt of the yield on the Bonds which must be transferred;

2) transfer of received the yield on the Bonds to its depositors being the nominee holders and trustees – professional securities traders, including the amount of cash payable per one Bond.

The Bonds shall be written off the depository accounts upon redemption of all Bonds after payment of the nominal value of the Bonds and interest (coupon yield) on them for all coupon periods.

The Certificate is released from custody upon withdrawal of all Bonds from the accounts with NSD.

Rights granted by each security of the issue;

Each Bond has equal scope and time frame for exercising the rights within a single issue, regardless of the time when a security is acquired. The Certificate and the Resolution authorising the issue (hereinafter "the Resolution Authorising the Issue") are the documents that certify the rights conferred by the Bonds.

A Bondowner has the right to receive the nominal value of a Bond provided the Bond is redeemed on the maturity date.

A Bondowner has the right to receive coupon income (the interest paid on the Bond's nominal value) following the end of each coupon period; the procedure of determining the amount of the coupon income is stipulated by Clause 9.3 of the Resolution authorising the issue and Clause 9.1.2 of the Bonds Prospectus (hereinafter "the Prospectus"), and the coupon date is stipulated by Clause 9.4 of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.

A Bondowner has the right to demand the Issuer to buy back the Bonds in the cases and under the conditions stipulated by Clause 10.1 of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.

A Bondowner has the right to demand early redemption of Bonds and payment of the yield on the Bonds calculated on the date of the fulfillment of the early Bonds redemption obligation in the cases provided for by the laws, as well as Clause 9.5.1 of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.

In case the Issuer is liquidated, a Bondowner has the right to receive the funds due in order of precedence stipulated by Article 64, the Civil Code of the Russian Federation.

All debts of the Issuer on Bonds rank *pari passu* and are equally binding.

The Issuer undertakes to ensure that the invested funds are repaid to Bondowners in case the Bonds issue is deemed invalid in accordance with the laws.

A Bondowner has the right to sell and otherwise dispose of Bonds freely in accordance with the applicable laws of the Russian Federation.

A Bondowner is entitled to exercise other rights provided for by the laws of the Russian Federation.

The Issuer undertakes to ensure the rights of Bondowners, provided they adhere to the procedure of exercising such rights established by the laws of the Russian Federation.

Method of the securities placement: **public offering**

Procedure of the securities placement:

The Bonds shall be placed by concluding purchase and sale transactions at the Bonds placement price specified in Clause 8.4 of the Resolution authorising the issue and Clause 2.4 of the Prospectus (the "Placement Price").

The Bonds placement transactions shall be concluded with the Closed joint-stock company "MICEX Stock Exchange" (hereinafter referred to as the "Stock Exchange", "MICEX Stock Exchange") by executing address limit orders for Bonds purchase bids using the Exchange trading system (hereinafter - the "Trading System") subject to the Rules of Securities Trading of the Closed joint-stock company "MICEX Stock Exchange" (hereinafter referred to as the "Exchange Trading Rules", "Exchange Rules").

The address limit orders for Bonds purchase and counter-address limit orders for Bonds sale shall be submitted using the Trading System electronically, and a simple written form of the contract shall be

***deemed to be observed. The Bonds placement transaction shall be deemed concluded upon its registration in the Trading System.***

***No separate written notices (messages) about satisfaction (refusal) of bids are sent to the Traders.***

If the securities are placed by subscription through trade, the name of the person that arranges the trade (the issuer or a designated company) shall be indicated. Should the trade be arranged by a designated company, its full and short corporate names and location shall be stated, and should it be arranged by a stock exchange or other trade organizer, the number, date of issue, validity of the license by which this stock exchange or other trade organizer is entitled to arrange trade on the securities market, as well as the license issuing authority shall be additionally specified.

***Information on the MICEX Stock Exchange:***

Full corporate name: ***The Closed joint-stock company “MICEX Stock Exchange”***

Short corporate name: ***CJSC “MICEX Stock Exchange”***

Location: ***13 Bolshoy Kislovsky Lane, Moscow, 125009***

Postal address: ***13 Bolshoy Kislovsky Lane, Moscow, 125009***

Date of state registration: ***2/12/2003***

Registration number: ***1037789012414***

State registration authority: ***Interdistrict Inspectorate of the Ministry of Taxes and Levies of Russia No. 46 for Moscow***

License number of the Stock Exchange: ***077-007***

Date of issue: ***20/12/2013***

Validity period: ***perpetual license***

Licensing body: ***Central Bank of the Russian Federation (Bank of Russia)***

***If a prospective buyer is not the Exchange trading participant (hereinafter referred to as the “Trader”), this buyer must enter into an appropriate contract with any Trader and authorise the latter to purchase the Bonds. The Bonds prospective buyer, being the Trader, shall act independently.***

***To conclude purchase and sale transactions in relation to the Bonds being placed, the prospective buyer undertakes to open the corresponding securities account with the NSD or the Depository in advance (before the commencement date of the Bonds placement). The order and terms of opening securities accounts shall be determined by the provisions of the regulations of the respective Depositories.***

***Amendments and/or termination of contracts signed during the Bonds placement shall be made on the grounds and pursuant to the procedure provided for in Chapter 29 of the Civil Code of the Russian Federation.***

***Tenders shall be held in conformity with the Exchange Rules, registered subject to the established procedure and being effective on the trade date.***

***In this case, the Bonds may be placed in the form of a competitive tender for the coupon rate determination for the first coupon period (hereinafter referred to as the “Competitive Tender”) or by collecting address limit orders from the buyers intending to purchase the Bonds at the fixed price and at the coupon rate for the first coupon period, as preliminary determined by the Issuer pursuant to the terms and procedures stipulated by the Resolution authorising the issue and the Prospectus (hereinafter referred to as “Book Building”). The Issuer's sole executive body shall resolve on the order of the Bonds placement before the commencement date of the Bonds placement and this resolution must be disclosed pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.***

***The Issuer shall notify the Exchange of the adopted resolution at least within One (1) day from the date on which the Issuer's sole executive body resolved on the order of the Bonds placement before the commencement date of the Bonds placement.***

***1) Competitive Tender for the Bonds placement***

***The Bonds placement transaction shall be deemed concluded on the commencement date of the Bonds placement after the Competitive Tender summarizing and shall be deemed terminated on the completion***

*date of the Bonds placement. The Competitive Tender shall commence and end on the commencement date of the Bonds placement.*

*The coupon interest rate for the first coupon period of the Bonds shall be determined after summarizing of the Competitive Tender at the Exchange among prospective buyers of the Bonds on the commencement date of the Bonds placement.*

*The Traders shall submit the address limit orders for Bonds purchase using the Trading System, both at their own expense and at the expense and on behalf of the customers. Time and procedure for submitting orders for the Competitive Tender shall be determined by the Exchange in consultation with the Issuer and/or the Underwriter (as defined below).*

*Purchase orders for the Bonds shall be sent by the Traders to the Underwriter.*

*A purchase order must contain the following significant conditions:*

- buying price;*
- number of the Bonds;*
- coupon interest rate for the first coupon period;*
- settlement code used when concluding a securities transaction to be included in the clearing pool of the clearing organization under multilateral or simple clearing conditions, and determining that the security control procedure is carried out while the transaction is being conducted, and the settlement date for a securities transaction shall be the transaction date;*
- other parameters in accordance with the Exchange Rules.*

*The Bonds placement price specified in the Resolution authorising the issue and the Prospectus shall be determined as the buying price.*

*The number of the Bonds that a prospective buyer would like to acquire shall be determined as the number of the Bonds, should the Issuer's sole executive body assign the coupon interest rate for the first coupon period greater than or equal to the coupon interest rate specified in the bid for the first coupon period.*

*The coupon interest rate for the first coupon period (as a numerical expression rounded to two decimal digits) shall be determined as the coupon interest rate for the first coupon period, upon the Issuer's declaration of which a prospective buyer would be willing to purchase the number of the Bonds stated in the bid at the price of 100% nominal value.*

*In this case, the funds must be reserved on trading accounts of the Traders with the NSD in the amount sufficient to make full payment for the Bonds stated in the purchase orders for the Bonds, including all necessary commission fees.*

*Bids for the Competitive Tender that do not meet the above requirements shall be declined.*

*Upon completion of the period for submission of bids for the Competitive Tender, the Exchange shall prepare a consolidated register of orders for the securities (hereinafter referred to as the "Consolidated Register of Orders") and forward it to the Underwriter.*

*The Consolidated Register of Orders shall contain all relevant conditions of each bid – buying price, number of securities, date and time of bid receipt, bid number, acceptable coupon interest rate for the first coupon period, and other details subject to the Exchange Rules.*

*The Issuer's sole executive body shall resolve on the coupon interest rate for the first coupon period based on the analysis of the Consolidated Register of Orders received from the Underwriter. The Issuer shall notify the Exchange of its resolution adopted simultaneously with publication of the relevant message in the news feed (as this term is defined below).*

*Information on the coupon interest rate for the first coupon period shall be disclosed by the Issuer pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall inform the Underwriter and the NSD about the coupon interest rate for the first coupon period after publication thereof in the news feed.*

*After receiving the information on the coupon interest rate for the first coupon period from the Issuer, the Underwriter shall conclude transactions, as set forth by the Exchange Rules, by satisfying bids subject to the procedure established by the Resolution authorising the issue and the Prospectus, provided that only those bids the coupon interest rate of which is less than or equal to the established coupon interest rate for the first coupon period.*

*The bids having minimal coupon interest rate shall take precedence in satisfaction over other purchase bids for the Bonds filed during the Competitive Tender.*

*If there are bids having equal coupon interest rate for the first coupon period, the bids that have been filed earlier shall take precedence in satisfaction. Unsatisfied bids of the Traders shall be rejected by the Underwriter.*

*After determining the coupon rate for the first coupon period and satisfying the bids filed during the Competitive Tender, the Traders, acting both at their own expense and at the expense and on behalf of the customers, may submit address limit orders for Bonds purchase at the Placement Price to the Underwriter within the term of placement, should an incomplete placement of the Bonds issue occur during the Competitive Tender. Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds to be calculated subject to Clause 8.4. of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.*

*The submitted purchase bids for the Bonds shall be completely satisfied by the Underwriter, if the number of the Bonds in the purchase bid for the Bonds does not exceed the number of unplaced Bonds (within the total number of the Bonds offered for placement). Should the scope of purchase bid for the Bonds exceed the number of remaining unplaced Bonds, this purchase bid for the Bonds shall be satisfied in the amount of the unplaced Bonds. Should the Underwriter place the total number of the Bonds offered for placement, the subsequent bids for the Bonds purchase shall not be satisfied.*

*It is impossible to acquire the Issuer's Bonds during their placement at the Issuer's expense.*

## **2) Book Building for the Bonds placement**

*Should the Bonds be placed by Book Building, the Issuer's sole executive body shall resolve on the coupon interest rate for the first coupon period before the Bonds placement date.*

*Information on the coupon interest rate for the first coupon period shall be disclosed by the Issuer pursuant to Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall notify the Exchange and the NSD of the coupon rate for the first coupon period before the commencement date of the Bonds placement.*

*Book Building for the Bonds placement includes a request to general public for proposals (offers) to acquire the securities to be placed. Address limit orders for Bonds purchase from the Traders shall be deemed offers of the Traders to acquire the Bonds to be placed.*

*The response with respect to acceptance of proposals (offers) to acquire the Bonds to be placed shall be sent to the Traders, determined at the Issuer's discretion from the Traders who/that have made these proposals (offers) by counter-address limit orders. In this case, the Trader agrees that his/her/its bid may be fully or partially rejected or accepted.*

*On the commencement date of the Bonds placement, the Traders shall submit the address limit orders for Bonds purchase using the Trading System, both at their own expense and at the expense and on behalf of the customers, within the period for submitting purchase bids for the Bonds.*

*Time and procedure for address limit orders within the period for submitting bids shall be determined by the Exchange in consultation with the Issuer and/or the Underwriter.*

*Upon completion of the period for submitting purchase bids for the Bonds, the Exchange shall prepare a Consolidated Register of Orders and forward it to the Underwriter.*

*The Consolidated Register of Orders shall contain all relevant conditions of each bid – purchase price, number of securities, date and time of bid receipt, bid number, and other details subject to the Exchange Rules.*

*The Issuer shall determine the acquirers to whom/which it intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, based on the analysis of the Consolidated Register of Orders received from the Underwriter, and forward this information to the Underwriter.*

*After receiving the information on the acquirers to whom/which the Issuer intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, from the Issuer, the Underwriter shall conclude transactions with the acquirers to whom/which the Issuer intends to sell the Bonds by filing the address limit orders for Bonds' bids subject to the Exchange Rules, specifying the number of securities, which the Issuer intends to sell to this acquirer, in accordance with the procedure established by the Resolution authorising the issue and the Prospectus.*

*Therefore, the bids of those acquirers with whom/which, or with their customers (if the Bonds acquirer acts as an Acquiring Agent for the Bonds purchase during their placement) the Underwriter has entered into Preliminary Contracts (as this term is defined below), under which the prospective acquirer and the Underwriter undertake to sign the main contracts for the Bonds purchase and sale on the commencement date of the Bonds placement, shall take precedence in satisfaction, provided that such bids are filed by the above acquirers for the purposes of the Preliminary Contracts signed with them.*

*After execution of the orders submitted during the prescribed period, if the Bonds issue is incompletely placed, the Traders following its results, acting at their own expense and at the expense and on behalf of*

*prospective acquirers, may submit address limit orders for Bonds purchase bids at the Placement Price to the Underwriter within the term of placement.*

*The Issuer shall consider such bids and determine the acquirers to whom/which it intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, and forward this information to the Underwriter.*

*After receiving the information on the acquirers to whom/which the Issuer intends to sell the Bonds, as well as the number of the Bonds that it intends to sell to these acquirers, from the Issuer, the Underwriter shall conclude transactions with the acquirers to whom/which the Issuer intends to sell the Bonds by filing the address limit orders for Bonds' bids subject to the Exchange Rules, specifying the number of securities, which the Issuer intends to sell to this acquirer, in accordance with the procedure established by the Resolution authorising the issue and the Prospectus.*

*Therefore, the bids of those acquirers with whom/which, or with their customers (if the Bonds acquirer acts as an Acquiring Agent for the Bonds purchase during their placement) the Underwriter has entered into Preliminary Contracts, under which the prospective investor and the Underwriter undertake to sign the main contracts for the Bonds purchase and sale on the commencement date of the Bonds placement, shall take precedence in satisfaction, provided that such bids are filed by the above acquirers for the purposes of the Preliminary Contracts signed with them.*

*Purchase orders for the Bonds shall be sent by the Traders to the Underwriter.*

*A purchase order must contain the following significant conditions:*

- *purchase price;*
- *number of the Bonds;*
- *settlement code used when concluding a securities transaction to be included in the clearing pool of the clearing organization under multilateral or simple clearing conditions, and determining that the security control procedure is carried out while the transaction is being conducted, and the settlement date for a securities transaction shall be the transaction date;*
- *other parameters in accordance with the Exchange Rules.*

*The Bonds placement price specified in the Resolution authorising the issue and the Prospectus shall be determined as the purchase price.*

*The number of the Bonds that a prospective buyer would like to acquire at the coupon rate for the first coupon period to be determined before the commencement date of the Bonds placement shall be determined as the number of the Bonds.*

*In this case, the funds must be reserved on trading accounts of the Traders with the NSD in the amount sufficient to make full payment for the Bonds stated in the purchase orders for the Bonds, including all necessary commission fees.*

*Bids that do not meet the above requirements shall be declined. Unsatisfied bids of the Traders shall be rejected by the Underwriter.*

*Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds to be calculated subject to Clause 8.4. of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus.*

*It is impossible to acquire the Issuer's Bonds during their placement at the Issuer's expense.*

Should the Issuer and (or) its authorized representative intend to sign the preliminary contracts providing for the obligation to further sign the main contract aimed at alienation of the securities to be placed to the first owner or to collect preliminary bids for acquirement of the securities to be placed, the procedure for concluding such Preliminary Contracts or the procedure for submitting such preliminary bids shall be stated:

*When the Bonds are placed by Book Building, the Underwriter intends to enter into the preliminary contracts with prospective acquirers of the Bonds, providing for the obligation to further sign the main contracts aimed at alienation of the securities to be placed with them or with the Traders acting for the benefit of them.*

*Such preliminary contracts shall be deemed concluded by the Underwriter's acceptance of offers from prospective buyers to enter into preliminary contracts under which a prospective buyer and the Underwriter must sign the main contracts for the Bonds purchase and sale (hereinafter referred to as the "Preliminary Contracts") on the commencement date of the Bonds placement. In this case, any offer to enter into the Preliminary Contract may be fully or partially rejected or accepted at the Issuer's discretion.*

*Acceptance of offers from prospective buyers of the Bonds to enter into the Preliminary Contracts shall be sent by the Underwriter, as specified in the offer of the Bonds prospective buyer, at least before the date immediately preceding the commencement date of the Bonds placement.*

***Collection of offers to enter into the Preliminary Contracts shall commence on or after the date of the Bonds state registration and discontinue before the commencement date of the Bonds placement.***

procedure for disclosure of information on the period for sending offers to enter into the Preliminary Contracts by prospective acquirers of the Bonds

***The Issuer shall disclose information on the period for sending offers to enter into the Preliminary Contracts in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.***

***A prospective buyer shall state the maximum amount for which he/she/it is willing to buy the Bonds, and the minimum coupon rate for the first coupon period for the Bonds at which he/she/it agrees to purchase the Bonds for the above maximum amount, and the preferred method of acceptance obtaining by the person making an offer, in forwarded offers to enter into the Preliminary Contract. By sending an offer to enter into the Preliminary Contract, a prospective buyer agrees that this offer may be fully or partially rejected or accepted.***

***Offers to enter into the Preliminary Contracts from prospective buyers may be accepted only from the date of the Issuer's disclosure of sending offers to enter into the Preliminary Contracts by prospective buyers on an information resource to be updated in real time and provided by an information agency (heretofore and hereinafter referred to as the "news feed").***

***The date and/or time initially established by a resolution of the Issuer's sole executive body to discontinue submission of offers to enter into the Preliminary Contracts by prospective buyers may be changed as per the Issuer's sole executive body resolution.***

***The information thereof shall be disclosed in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus:***

procedure for disclosure of information on expiry of the period for sending offers to enter into the Preliminary Contract by prospective acquirers of the Bonds

***Information on the period for sending offers to enter into the Preliminary Contracts by prospective buyers shall be disclosed in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.***

***The main contracts for the Bonds purchase and sale shall be signed as specified above herein.***

***Order and terms of the Bonds placement by subscription shall not exclude or substantially impede the securities acquirement by the acquirers.***

existence of the pre-emptive right to the placed securities, including possible exercise of the pre-emptive right to purchase securities, as provided for by Articles 40 and 41 of the Federal Law On Joint-Stock Companies: ***no pre-emptive right to the placed Bonds is provided for.***

the register of owners shall be kept for registered securities by the registrar - a person to whom the Issuer shall issue (send) a transfer order authorizing to make a credit entry on the personal account or securities account of the first owner (registrar, depository, first owner), term and other conditions for issuing a transfer order: ***the securities of this issue are not registered***

for the certificated securities subject to mandatory centralized safekeeping – the procedure, including the timeframe, for making a credit entry on the securities account of the first owner with the depository recording the rights to the specified securities:

***The Bonds placed via the MICEX Stock Exchange shall be credited by the NSD or the Depositories into the securities accounts of the Bonds buyers on the date on which the Bonds are purchased and/or sold.***

***A credit entry on the securities account of the first acquirer with the NSD shall be made relying on the information received from the clearing organization handling settlements on the transactions concluded during the Bonds placement by the Trade Organizer (the Exchange) (hereinafter referred to as the "Clearing Organization"), the placed Bonds shall be credited by the NSD into the securities accounts of the Bonds acquirers subject to the terms of the clearing activities carried out by the Clearing Organization and depository activities carried out by the NSD.***

***The Bonds sold when placed shall be credited by the NSD or the Depositories into the securities accounts of the Bonds buyers subject to the terms of the depository activities carried out by the NSD and the Depositories.***

***The first owners (acquirers) of the Bonds shall bear the costs associated with making credit entries in relation to the placed Bonds credited into the securities accounts of their first owners (acquirers).***

if placement of securities outside the Russian Federation is planned, including through the placement of the corresponding foreign securities, a relevant information should be stated: ***placement of securities outside the Russian Federation is not planned***

the Issuer's management body which approved the Resolution authorising the issue (additional issue) of securities and the Securities Prospectus and the date(s) of the resolution to approve each of the above documents, the date(s) and the number(s) of the minutes of the meeting held by the Issuer's management body where the corresponding resolution was made:

***The Resolution authorising the issue and the Prospectus are approved by the resolution of the Sole Member of the Issuer made on 17 February 2015, resolution No. 3 dated 17 February 2015.***

If the Resolution authorising the issue (additional issue) of securities stipulates that if only a certain share of securities is placed, the issue (additional issue) of the securities should be declared void, and the volume of such share as percentage of the total number of securities of the issue (additional issue): ***no such share is established***

If simultaneously with the securities placement, it is planned to offer for acquirement, including outside the Russian Federation, previously placed (circulating) securities of the Issuer of the same type and category through placement of the corresponding foreign securities, the following shall be additionally stated: ***it is not planned to do this***

#### **9.1.2. Additional information on securities to be placed**

The following information shall be disclosed in case of the bond placement:

a) the yield on the Bonds.

***The income on Bonds is coupon income.***

***The coupon income on Bonds is the sum of coupon incomes accrued in each coupon period as interest on the nominal value and paid on the end date of each coupon period. Bonds have Ten (10) coupon periods. The duration of each coupon periods is established as One hundred and eighty-two (182) days.***

The procedure to determine coupon periods:

***The starting date of each of the ten coupon periods is determined according to the following formula:***

***$CPSD(i) = PSD + 182 * (i-1)$ , where***

***PSD means the starting date of the Bonds placement established in accordance with Clause 8.2 of the Resolution authorising the issue and Clause 2.5 of the Prospectus;***

***i means the ordinal number of a coupon period (i=1,2,3..10);***

***CPSD means the starting date of the i-th coupon period.***

***The end date of each of the ten coupon periods is determined according to the following formula:***

***$CPED(i) = PSD + 182 * i$ , where***

***PSD means the starting date of the Bonds placement established in accordance with Clause 8.2 of the Resolution authorising the issue and Clause 2.5 of the Prospectus;***

***i means the ordinal number of a coupon period (i=1,2,3..10);***

***CPED means the end date of the i-th coupon period.***

***Coupon income is accrued on the nominal value.***

The procedure for determination of interest (coupon income) for each coupon yield:

*The coupon income interest rate for the first coupon shall be determined in accordance with Clause 8.3. of the Resolution authorising the issue and Clause 2.5. of the Prospectus.*

*Information on the interest rate for the first coupon of the Bonds established by the Issuer shall be disclosed by the Issuer in accordance with the procedure and timeframe stipulated by Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The procedure for determination of the coupon interest rate starting from the second coupon period:*

*a) prior to the commencement date of the Bond placement, the Issuer may make a resolution on the rates and the procedure for determination of coupon rates in the form of equation with variables which may change at the Issuer's discretion for the coupon periods starting from the second period to the i-th coupon period (i=2,3...10).*

*Information on certain rates or a procedure for determination of coupon rates in the form of equation with variables which cannot be changed at the Issuer's discretion as well as on the sequential number of the coupon period during which the Bondowners may demand the Issuer to buy the Bonds back shall be posted by the Issuer in accordance with the procedure and timeframe stipulated by Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall inform the Exchange and the NSD about the resolutions made, including the certain rates or a procedure for determination of rates before the commencement date of the Bond placement.*

*b) Interest rate or a procedure for determination of an interest rate for each coupon where the rate (the procedure for determination of the rate) was not established by the Issuer before the commencement date of the Bond placement shall be determined by the Issuer after submission of a report on securities issue to the registration authority, but in any case not later than Twelve (12) business days before completion of the previous coupon period.*

*Information on rates or a procedure for determination of coupon rates for the Bonds determined by the Issuer after submission of a report on the securities issue to the registration authority as well as on the sequential number of the coupon period during which the Bondowners may demand the Issuer to buy the Bonds back shall be posted by the Issuer in accordance with the established procedure and timeframe as stipulated by Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall inform the Exchange and the NSD about the resolutions made, including the certain rates or a procedure for determination of rates, at least Five (5) business days before completion of the coupon period where the interest coupon rate for further coupon periods shall be determined.*

*The coupon income payable for each i-th coupon period per one Bond shall be calculated using the following formula:*

$$CI_i = C_i * Nom * (CPED(i) - CPSD(i)) / (365 * 100\%),$$

*where*

*CI<sub>i</sub> – coupon income payable per each Bond for each i-th coupon period, rub.;*

*Nom - nominal value of one Bond, rub.;*

*C<sub>i</sub> – interest rate for the i-th coupon period, per cent per annum;*

*CPSD means the starting date of the i-th coupon period.*

*CPED means the end date of the i-th coupon period.*

*i means the ordinal number of a coupon period (i=1,2,3..10);*

*The CI<sub>i</sub> amount per Bond shall be calculated with accuracy to one kopeck (rounded in accordance with the mathematical rounding rules, namely: if the third decimal place is equal to 5 or higher, the second decimal place shall be increased by one; if the third decimal place is lower than 5, the second decimal place shall not change).*

*If on the date when the Issuer makes a resolution (the authorized body approves the resolution) regarding determination of the amount (a procedure for determination of the amount) of income in accordance with the Russian Federation applicable laws and/or regulatory acts applicable to the financial markets another procedure and timeframe are established for the Issuer to make this resolution (for the authorized body to approve this resolution), different from the procedure and timeframe stipulated by this Clause, the Issuer*

*shall make a resolution (the authorized body shall approve the resolution) regarding determination of the amount (the procedure for determination of the amount) of income in accordance with the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force on the date when the Issuer makes this resolution (the authorized body approves the resolution).*

*If on the date of disclosure of information on the amount (a procedure for determination of the amount) of income in accordance with the applicable laws of the Russian Federation and/or regulatory acts in the field of financial markets, another procedure and timeframe for disclosure of such information are established (different from the procedure and timeframe specified in this Clause), the information on the amount (the procedure for determination of the amount) of income shall be disclosed in accordance with the procedure and timeframe stipulated by the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force as of the date of disclosure of such information.*

b) the procedure and terms of the Bonds redemption and the interest (coupon) payable on them.

The procedure and timeframe of the Bonds redemption:

Date of commencing the Bonds redemption and the procedure of its determination

*The One thousand eight hundred twentieth (1,820th) day from the commencement date of the Bonds placement (hereinafter referred to as the "Redemption Date").*

*If the Bonds Redemption Date falls on a non-business holiday or a day off - regardless of whether it is a national holiday or a non-banking day - the relevant amount shall be transferred on the first business day following this non-business holiday or day off. A Bondowner shall not be entitled to demand interest accrual or any other compensation for this delay in payment.*

Completion date:

*Commencement and completion dates of the Bonds redemption are the same.*

form of the Bonds redemption (cash, property, conversion, etc.);

*Payments shall be made in the Russian Federation currency by wire transfer.*

*The Bonds are redeemed in accordance with the procedure established by the applicable laws of the Russian Federation.*

*Owners and other persons that exercise rights attached to Bonds in accordance with the federal laws receive the payments due for Bonds redemption via a depository that keeps records of the rights to the Bonds they hold. The deposit agreement entered into by and between a depository that keeps records of the rights to the Bonds and a depositor shall include the procedure for transferring the yield on the securities to a depositor.*

*The Issuer discharges its obligation to make Bonds redemption payments by transferring funds to NSD. The obligations shall be deemed discharged by the Issuer on the date the funds are credited to the NSD account.*

*The depository transfers Bonds redemption payments to a person being a depositor:*

*1) at the end of the working day preceding the date established under the document that certifies the rights to securities and on which the Bonds are to be redeemed;*

*2) at the end of the working day following the date on which the NSD, according to the applicable laws, discloses the receipt of the Bonds redemption funds to be transferred, in case of the Issuer's failure to discharge or improper discharge of the obligation to make payments of the Bonds redemption funds on an established date (within the established time-limits).*

*The depository transfers to its depositors the payments for Bonds in proportion to the amount of the Bonds recorded in their securities accounts at the end of the working day determined in accordance with the previous paragraph.*

*The Bonds are redeemed in accordance with the procedure established by the applicable laws of the Russian Federation.*

*The Bonds are redeemed at the nominal value.*

*When the Bonds are redeemed, the coupon income for the last coupon period is paid.*

*Redeemed Bonds are withdrawn from securities accounts upon the fulfillment of all the Issuer's obligations to Bondowners regarding the redemption of the Bonds' nominal value and payment of the coupon income thereon for all coupon periods.*

*The Certificate is released from custody upon withdrawal of all Bonds from the accounts with NSD.*

*If on the date of performance of actions associated with performance of the Issuer's obligation to redeem the Bonds, the Russian Federation laws and/or regulatory acts applicable to the financial markets establish*

*any terms, a procedure and/or rules (requirements) different from those specified by this Clause, the Issuer shall perform its obligations to redeem the Bonds in accordance with the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force on the date when the corresponding actions are performed.*

The procedure and timeframe for payment of an interest (coupon) on the Bonds, including payment timeframe for each coupon:

*The coupon income on the Bonds for each coupon period shall be paid on the completion date of the corresponding coupon period.*

*The duration of each coupon period is established as One hundred and eighty-two (182) days.*

*The coupon income for the first coupon period shall be paid on the One hundred and eighty second (182) day after the commencement date of the Bond placement.*

*The coupon income for the second coupon period shall be paid on the Three hundred and sixty fourth (364) day after the commencement date of the Bond placement.*

*The coupon income for the third coupon period shall be paid on the Five hundred and forty sixth (546) day after the commencement date of the Bond placement.*

*The coupon income for the fourth coupon period shall be paid on the Seven hundred and twenty second (728) day after the commencement date of the Bond placement.*

*The coupon income for the fifth coupon period shall be paid on the Nine hundred and tenth (910) day after the commencement date of the Bond placement.*

*The coupon income for the sixth coupon period shall be paid on the One thousand and ninety second (1092) day after the commencement date of the Bond placement.*

*The coupon income for the seventh coupon period shall be paid on the One thousand two hundred and seventy fourth (1274) day after the commencement date of the Bond placement.*

*The coupon income for the eighth coupon period shall be paid on the One thousand four hundred and fifty sixth (1456) day after the commencement date of the Bond placement.*

*The coupon income for the ninth coupon period shall be paid on the One thousand six hundred and thirty eighth (1638) day after the commencement date of the Bond placement.*

*The coupon income for the tenth coupon period shall be paid on the One thousand eight hundred and twentieth (1820) day after the commencement date of the Bond placement.*

*The coupon income for the tenth coupon period shall be paid simultaneously with redemption of the Bonds' nominal value.*

*No list of Bondowners shall be prepared for the purposes of income payment.*

*Coupon income on the Bonds shall be paid in cash in the Russian Federation currency by wire transfer.*

*If the Coupon Period Expiration Date falls on a non-business day, holiday or a day off - regardless of whether it is a national holiday or a non-banking day - the relevant amount shall be transferred on the first business day following this non-business day, holiday or day off. A Bondowner shall not be entitled to demand interest accrual or any other compensation for this delay in payment.*

*The owners and other persons that exercise rights attached to the Bonds in accordance with the federal laws receive the income on the Bonds in cash form via a depository that keeps records of the rights to the Bonds they hold. The deposit agreement entered into by and between a depository that keeps records of the rights to the Bonds and a depositor shall include the procedure for transferring the yield on the Bonds to a depositor.*

*The Issuer discharges its obligation to make Bond payments by transferring funds to the NSD. The obligations shall be deemed discharged by the Issuer on the date the funds are credited to the NSD account. The depository shall transfer the income on the Bonds in cash form to the person being its depositor:*

*1) at the end of the business day preceding the date determined in accordance with the document which certifies the rights associated with the Bonds and on which the Issuer's obligation to pay the yield on the Bonds in cash form should be performed;*

*2) at the end of the business day following the date on which the NSD, under the applicable laws, discloses the receipt of the yield on the Bonds which must be transferred, in case of the Issuer's failure to discharge or improper discharge of the obligation to pay the yield on the Bonds on an established date (within the established time-limits), which should be paid simultaneously with payment on account of the Bond*

*redemption (the Issuer's obligation to make the last cash payment on the Bonds).*

*The depository transfers to its depositors the yield on securities in proportion to the amount of the Bonds recorded in their securities accounts at the end of the business day determined in accordance with the previous paragraph.*

*No coupon yield shall be accrued and paid on the Bonds which were not issued or the Bonds which were transferred to the Issuer's account with the NSD.*

*Payment of an coupon yield on the Bonds shall be performed in accordance with the procedure stipulated by the applicable laws of the Russian Federation.*

*If on the date of performance of actions associated with performance of the Issuer's obligation to pay the yield on the Bonds, the Russian Federation laws and/or regulatory acts applicable to the financial markets establish any terms, procedure and/or rules (requirements), different from those specified by this Clause, the Issuer shall perform its obligations to pay the yield on the Bonds in accordance with the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force on the date when the corresponding actions are performed.*

sources which are planned to be used for performance of obligations in connection with the Issuer's Bonds and the Issuer's forecast regarding availability of such sources for the entire period of the Bonds circulation:

*The Issuer plans to use the finances raised through the Bond placement to grant loans for acquisition of an elite real estate in Moscow with the objective of their remodelling to the level of class A+ and creation of a multi-functional hotel and office centers and subsequent sale or rent. The loans granted for acquisition of real estate shall be secured with the real estate mortgage.*

*The loans are planned for investment into the following commercial real estate located in the historic center of Moscow, including the following:*

- 3 Zubovskaya Square, premises 1, 3;

*The real estate item is located within Khamovniki subdistrict of Central Administrative District of Moscow.*

*The real estate complex is located in close proximity to the key motor roads: the Garden Ring-road, the Moskva River embankments, and the Third Ring Road. Park Kultury metro station is located nearby. The real estate consists of two facilities: Facility No. 1: non-residential building, purpose: non-residential, 7 floors (underground floor - 1), total area of 6,904.4 sq. meters, inv. No. 447/2, letter 2, address (location): 3 Zubovskaya, premises 1, Moscow, cadastral (or conventional) number: 77:01:0005015:1076, Facility No. 2: building, purpose: non-residential, 2 floors, total area of 323 sq. meters, address (location): 3 Zubovskaya, premises 3, Moscow, cadastral (or conventional) number: 77:01:0005015:1063.*

*The market value of this real estate item is approximately 1.3-1.4 billion rubles.*

- 17 Ostozhenka St.;

*The building at the address: 17 Ostozhenka St., Moscow is located within Central Administrative District, in the historic center of Moscow. This building is a heritage building of federal importance "Revenue House, 1901, architect L.N. Kekushev", being the property of Moscow. The real estate item has the following characteristics: Office building, purpose: non-residential, 3 floors (underground floor - 1), total area of 1,492.9 sq. meters, inv. No. 134/5, address (location): 17 Ostozhenka St., Moscow, cadastral (or conventional) number: 77-77-12/025/2012-026.*

*The market value of this real estate item is approximately 560 million rubles.*

*Moreover, additional real estate items worth over 2 billion rubles are planned for acquisition in 2018-2019.*

*Remodelling of these real estate items will be performed in two stages:*

- *at the first stage, repair and restoration activities are planned for the item located at: 3 Zubovskaya Square, premises 1, 3; The approximate cost of work is estimated as 1 billion rubles; completion timeframe: Q3 2017. The objective of work is to perform complete remodeling of the real estate item to achieve level A+ and create a multi-functional hotel and office complex;*
- *at the second stage, repair and restoration activities are planned for the item located at: 17 Ostozhenka St. The approximate cost of work is estimated as 0.5 billion rubles; completion timeframe: Q2 2019. The works are aimed at a complete remodelling of the real estate item to the level of class A+ and creation of a multi-functional office complex in the historical center of Moscow in close proximity to the Kremlin.*

*In addition to acquisition of the specified real estate, the loans can also be invested into the following assets :*

- 1 *leasehold right for real estate;*

- 2 *property rights under shared construction participation agreements in connection with the real estate items;*
- 3 *debt instruments, including:*
  - a. *bonds of Russian business entities if the terms of their issue provide for receipt of cash or equity securities only from the issuer and if the state registration of their issue included registration of the securities prospectus, or if the securities prospectus (securities issue prospectus, privatization plan registered as the securities issue prospectus) was issued in connection with such bonds;*
  - b. *exchange-traded bonds of Russian business entities;*
  - c. *government securities of the Russian Federation, securities of the Russian Federation constituent entities and municipal securities;*
- 4 *shares or stocks of Russian business entities.*

*The Issuer plans to perform its obligation to pay coupon on the Bonds on account of the interest income from the loans which will be granted using the finances raised through the Bond placement. The nominal value of the Bonds shall be redeemed on account of receipts from the principal under the loans granted.*

*Evaluation of the Issuer's ability to pay based on the analysis of the Issuer's financial and economic performance with the indication of level and degree of performance in connection with the Bonds issued*  
*Since the money is raised to finance the investors, the Issuer's revenues used for performance of obligations in connection with the Bonds shall finally be determined by the revenues and implementation dynamics of the projects.*

*Therefore, the information below presents planned indicators which depend on the financial and economic aspects of the projects and characterize the financial aspects of the Issuer's transactions, which will generate the profit to be used by the Issuer for performance of its obligations in connection with the Bonds.*

<i>Financial cash flow</i>	<i>million rubles</i>
<i>Issue of the Bonds</i>	<i>5,000</i>
<i>Loans granted</i>	
<i>Loans granted for acquisition of real estate</i>	<i>-5,000</i>
<i>%% on loans received over 5 years</i>	<i>4,175</i>
<i>Repayment of the loan principal on account of project implementation</i>	<i>5,000</i>
<i>Servicing of the Bonds issue</i>	
<i>Repayment of principal in connection with the Bond issue upon expiration of 5 years</i>	<i>-5,000</i>
<i>Payment of the coupon for 5 years</i>	<i>-3,875</i>
<i>Cash flow generated by the Issuer</i>	<i>300</i>

#### *Description of the Bonds' investment attractiveness*

*Investment attractiveness of the Bonds shall be ensured as follows: the financing raised by the Bond placement will be granted in the form of loans for acquisition of real estate; therefore, performance of obligations in connection with such loans will be ensured due to proceeds from these real estate items. Moreover, the loans granted for acquisition of real estate will be secured with the pledge of real estate in favor of the Issuer, which is an additional guarantee of sufficient sources as required for performance of obligations in connection with the Bonds.*

*Considering the microeconomic forecast, higher demand for office premises of class A is expected in two years. At the same time, the price of office premises is expected to rise because investments into real estate are characterized by a significant degree of safety, security and controllability possibility by the investor; It should also be mentioned that considering the macroeconomic situation in the country and in the world at large, investments into real estate can be used to provide protection against inflation.*

***The Issuer held preliminary negotiations with the Bond investors which confirmed that they are willing to invest into these projects by acquirement of the Issuer's Bonds as well as with the investors which will implement the projects and with the owners of real estate; memorandums of cooperation were signed based on negotiation results.***

***The preliminary demand level expressed by the investors shall cover the volume of borrowing.***

***Economic and other objectives which the Issuer expected to achieve through the issue of the Bonds.***

***The Issuer expects to achieve the following objectives through the Bond placement:***

- raise financing as required to grant loans for investment into real estate and generate profit through implementation of these operations;***
- create positive public credit history;***
- implement large-scale development projects for creation of unique hotel and office complexes of class A+ in the historical center of Moscow.***

The following shall be specified in case of placement of registered securities or securities subject to mandatory centralized safekeeping:

date of the bondowner list making for performance of obligations in connection with the bonds (payment of interest (coupon), redemption):

***No list of Bondowners shall be prepared for the purposes of income payment.***

a notice stating that performance of obligation in relation to the owner included into the list of bondowners is acknowledged as proper obligation, including in case of alienation of the bonds after the date of the bondowner list making:

***In accordance with the applicable laws of the Russian Federation, transfer of the yield on the Bonds with the objective of performance of obligations in connection with the Bonds shall be performed without preparation of the Bondowner list.***

a notice stating that in case of failure to submit (delay in submission) of information to the registrar (a depository in charge of centralized safekeeping) as required to enable performance of the issuer's obligations in connection with the bonds, such obligations shall be performed in favor of the person who/which submitted a request for performance of obligations and had the status of the bondowner on the date of making the bondowner list for performance of corresponding obligations:

***In accordance with the applicable laws of the Russian Federation, transfer of the yield on the Bonds with the objective of performance of obligations in connection with the Bonds shall be performed without preparation of the Bondowner list.***

c) the procedure and terms of the early bonds redemption.

***Provision is made for the early redemption of the Bonds upon Bondowners' request. Early redemption of the Bonds at the Issuer's discretion is not provisioned for.***

***Early redemption of Bonds is allowed only when the Bonds are paid in full.***

***The Bonds that have been redeemed early by the Issuer cannot be issued again.***

***If on the date of performance of certain actions associated with early redemption of the Bonds, the Russian Federation laws and/or regulatory acts applicable to the financial markets establish any terms, procedure and/or rules (requirements), different from those specified by this Clause, early redemption of the Bonds shall be performed in accordance with the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force on the date when the corresponding actions are performed.***

Early redemption at the owners' request

***The Bondowner may request early redemption of the Bonds in case of significant breach of the Issuer's obligations in connection with the Bonds and in other cases as stipulated by the federal laws.***

The value (a procedure for determination of the value) for early repayment:

***Early redemption of the Bonds at their owners' request shall be performed at the value equal to 100% of the Bonds' nominal value plus the accrued coupon income (ACI) calculated as of the date of early Bond redemption in accordance with Clause 17 of the Resolution authorising the issue and Clause 10.9 of the Prospectus.***

The period (or the procedure for determination of period) when the bonds may be redeemed early by the issuer or when the bondowners may send (submit) requests for early redemption of the bonds:

***Should the Issuer commit a material breach in performance of obligations in connection with the Bonds, the Bondowners may submit Requests (applications) for early redemption of the Bonds from the date of occurrence of events which are acknowledged by the Russian Federation law as material breach in performance of obligations in connection with the Bonds to the date when the Issuer and/or a representative of Bondowners (if any) discloses information on rectification of breach.***

***In this case the Issuer must redeem the Bonds presented for early redemption within Seven (7) business days after the date when the corresponding Request (application) for early redemption of the Bonds was received.***

***In other cases defined by the federal laws, the Bondowners may submit Requests (applications) for early redemption of the Bonds from the date of occurrence of circumstances (events) which, according to the federal laws, give rise to the specified right to the termination date of such circumstances (events), unless another period is stipulated by the Russian Federation laws.***

***In this case the Issuer must redeem the Bonds presented for early redemption within Seven (7) business days after the date when the corresponding Request (application) for early redemption of the Bonds was received.***

The procedure for disclosure of information by the Issuer on early redemption of the bonds:

***Information on early redemption of the Bonds at their owners' request, including information on the results of early redemption of the Bonds, shall be disclosed in accordance with Clause 11 of Resolution authorising the issue and Clause 2.9 of the Prospectus.***

The procedure for early redemption of bonds upon bondowner's request:

***In case of early redemption of the Bonds at the owners' request, transfer of the Bonds from the securities account with the NSD to the Bondowner or the Bondowner's authorized representative on the Issuer's account opened with the NSD for the Issuer and transfer of the corresponding cash amount from the bank account opened with the NSD to the Issuer and the Issuer's authorized representative at the bank account opened with the NSD for the Bondowner or the Bondowner's authorized representative shall be performed in accordance with the rules established by the NSD for transfer of securities in accordance with counter orders of the sender and the recipient with control over cash settlements.***

***Bondowners agree that settlements in case of early redemption of the Bonds at their owners' request shall be performed in accordance with the NSD rules for transfer of securities following the counter orders of the sender and the recipient with control over cash settlements. For this purpose, the Bondowner or the Bondowner's representative authorized to receive the amounts in connection with the early Bond redemption shall have a bank account with the NSD.***

***The procedure and timeframe for opening a bank account with the NSD shall be regulated by the Russian Federation laws, regulatory acts of the Bank of Russia and the terms of agreement with the NSD.***

***The individual Bondowners agree that settlements in case of early redemption of the Bonds at their owners' request shall be performed exclusively through the bank account of the legal entity authorized by the individual Bondowner to receive the amounts in connection with the early Bond redemption.***

***The Bondowner or the person authorized by the owner to perform actions for early redemption of the Bonds shall submit to the Issuer a written Request (application) for early redemption of the Bonds with the following documents enclosed:***

- copy of the statement of securities account held by the Bondowner,***
- documents which confirm the powers of the persons who signed the request (application) on behalf of the Bondowner (if the request is submitted by the person authorized by the Bondowner).***

***The Request (application) for early redemption of the Bonds shall specify the event which gave rise to the Bondowner's right of early redemption and the following information:***

- a) a full corporate name (full name of the individual) of the Bondowner and the person authorized by the Bondowner to receive the amount in connection with the early Bond redemption;***
- b) the number of the Bonds recorded on the securities account of the Bondowner or the Bondowner's authorized representative;***

- c) *location and postal address of the person submitting the Request (application) for early repayment of the Bonds;*
- d) *bank account details of the person authorized to receive the amounts in connection with the early Bond redemption (bank account details shall be specified in accordance with the NSD rules for transfer of securities in accordance with counter orders with control over cash settlements);*
- e) *Taxpayer's Identification Number (INN) of the person authorized to receive the amounts in connection with the Bond redemption;*
- f) *the tax status of the person authorized to receive amounts in connection with the early Bond redemption (a Russian company; a foreign company; a permanent representative office of a foreign company in the Russian Federation; an individual who has the status of the Russian Federation tax resident in accordance with the Russian Federation Tax Code (hereinafter referred to as the "Individual with the status of the Russian Federation tax resident"); an individual who does not have the status of Russian Federation tax resident in accordance with the Russian Federation Tax Code (hereinafter referred to as the "Individual who has no status of the Russian Federation tax resident");*
- g) *Tax Registration Reason Code (KPP) of the person authorized to receive amounts in connection with the early Bond redemption;*
- h) *OKPO code;*
- i) *OKVED code;*
- j) *BIC (for credit organizations);*
- k) *details of securities account opened with the NSD for the Bondowner or the Bondowner's authorized person as required for transfer of the Bonds in accordance with counter orders with control over cash settlements in compliance with the rules established by the NSD.*

*If the Bondowner is a foreign company and/or individual, the Request (application) for early redemption of the Bonds shall also specify the following information:*

- *location (or registration – for individuals) and a postal address, including a post code, of the Bondowner;*
- *Taxpayer's Identification Number (INN) of the Bondowner;*
- *the tax status of the Bondowner (i.e., the person who has the actual right to receive the yield) (a foreign company; a permanent representative office of a foreign company in the Russian Federation; the individual with the status of the Russian Federation tax resident; the individual who has no status of the Russian Federation tax resident);*

*If the Bondowner is a foreign company:*

- *foreign company code (FCC), if any*

*If the Bondowner is an individual:*

- *type, number, date, and issue place of the Bondowner's ID,*
- *issuing authority;*
- *day, month, and year of birth of the Bondowner.*

*In addition to the Request (application), to the information on individuals and foreign companies holding the Bonds and having the actual right to receive the yield on such Bonds, the Bondowner or the person authorized by the owner to perform actions for early redemption of the Bonds shall make a prior request to the Bondowner and transfer the following documents to the Issuer as required for application of the corresponding tax rates to the yield on the Bonds:*

*a) if the Bondowner is a foreign company which does not operate via a permanent representative office in the Russian Federation or does not receive the yield on the Bonds associated with the permanent representative office of this foreign company in the Russian Federation:*

- *confirmation stating that the foreign company has its permanent location in the state bound by the international tax treaty (agreement) with the Russian Federation (if any); the confirmation must be certified by the competent authority of the corresponding foreign state. If this confirmation is prepared in a foreign language, translation into Russian shall also be submitted<sup>1</sup>;*

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<sup>1</sup> Article 312 of the Russian Federation Tax Code stipulates that a confirmation certified by a competent authority of a foreign state should be submitted to the tax agent. The procedure for issue of official documents by the competent authorities of foreign states is described by the Hague Convention dated 5/10/1961, which is a constituent part of the Russian Federation legal system by virtue of art. 15 of the Russian Federation Constitution.

According to art. 1 of the Convention, the Convention shall be applicable to the official documents which were issued in one of the contracting states and must be submitted in another contracting state.

***b) if the beneficiary of the yield on the Bonds is a permanent representative office of a foreign company in the Russian Federation:***

***- a notarized copy of the certificate which confirms registration of the representative office with tax authorities in the Russian Federation issued not earlier than the previous tax period and a letter on the official letterhead of the organization which confirms that the yield paid on the Bonds is attributable to the permanent representative office of the yield beneficiary in the Russian Federation.***

***c) In case of payments in favor of a foreign citizen of the state which is bound by the effective international tax treaties with the Russian Federation or in favor of the person authorized by the Bondowner to perform actions for early redemption of the Bonds, the following documents shall be submitted to the Issuer:***

***- for the persons without the status of the Russian Federation tax residents, the following shall be submitted: a statement from the authorized body of a foreign state which confirms that this individual is a tax resident of the foreign state for the purpose of application of the effective international tax treaty between the Russian Federation and the foreign state issued in accordance with the requirements of Russian tax laws.***

***- for the persons with the status of the Russian Federation tax residents, the following shall be submitted: a statement prepared in a free form to acknowledge the person's status of the Russian Federation tax resident in accordance with article 207 of the Russian Federation Tax Code as of the corresponding yield payment date, a copy of the passport of the individual Bondowner as well as the documents which confirm the period of stay in the Russian Federation during the twelve consecutive months before the yield payment date. The following documents may be submitted for this purpose: a certified copy of the statement which confirms that the individual is registered with the Russian Federation tax authorities, arrival-departure records, employer's references issued in accordance with the information from the worktime sheet, copies of the passport with stamps of border control authorities, statements which confirm hotel accommodation, residence permit, temporary residence permit, visa, form of the statement issued by the Interregional Inspectorate of the Federal Tax Service of Russia for Centralized Data Processing (regarding tax resident status confirmation).***

***d) If the payments are made in favor of a Russian citizen who is a Bondowner and resides outside the Russian Federation, has double nationality, or in favor of the person authorized by the owner to perform actions for early redemption of the Bonds, the following information shall be preliminarily requested from this Russian citizen and submitted to the Issuer:***

***- for the persons with the status of the Russian Federation tax residents, the following shall be submitted: a statement prepared in a free form to acknowledge the person's status of the Russian Federation tax resident in accordance with article 207 of the Russian Federation Tax Code as of the corresponding yield payment date, a copy of the passport of the individual Bondowner as well as the documents which confirm the period of stay in the Russian Federation during the twelve consecutive months before the yield payment date. The following documents may be submitted for this purpose: arrival-departure records, employer references issued in accordance with the information from the worktime sheet, copies of a passport with stamps of border control authorities, statements which confirm hotel accommodation, residence permit, temporary residence permit, visa, form of a statement issued by the Interregional Inspectorate of the Federal Tax Service of Russia for Centralized Data Processing (regarding tax resident status confirmation).***

***- for the persons without the status of the Russian Federation tax residents, the following shall be submitted: a statement from the authorized body of a foreign state which confirms that this individual is a tax resident of the foreign state for the purpose of application of the effective international tax treaty between the Russian Federation and the foreign state issued in accordance with the requirements of Russian tax laws.***

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According to art. 3 of the Convention, the only formality which may be requested to certify the authenticity of the signature, the status of the person who signed the document and, in certain cases, the authenticity of the seal or stamp attached to the document shall be by affixing the apostille on the document by the competent authority of the state where this document was issued in accordance with art. 4 of the Convention.

Since the Convention is applicable to the official documents, including those issued by the authority or official subject to the jurisdiction of the state, including the documents originating from the prosecutor's office, a court secretary or a court bailiff, such documents must conform to the requirements of the Convention, i.e. bear an apostille.

Therefore, in order to be eligible for the preferential tax treatment, the foreign person must submit the apostilled confirmation issued by the competent authority of the state.

*In case of failure to submit or delay in submission of the above documents, the Issuer shall not be responsible in relation to the owners for failure to apply the corresponding tax rates. The lower tax rates established by the corresponding international tax treaties (agreements) shall be applied by the Issuer in relation to the yield payable on the Bonds only to the persons with the actual right to receive the yield on the Bonds (beneficial owners).*

*The request (application) with the provision on cash payment shall not be satisfied.*

*The Issuer shall have no early Bond redemption obligations in relation to:*

*- persons who failed to submit their Requests (applications) in due time;  
- persons who submitted their Requests (applications) not in accordance with the established requirements;  
Within Two (2) business days after receipt of the above documents, the Issuer shall check them (hereinafter referred to as the "Requests (applications) review period").*

*Within One (1) business day after expiration of the Requests (applications) review period for early Bond redemption, the Issuer shall provide a written notice of the resolution to either satisfy or refuse to satisfy (with indication of grounds) the Request (application) of the Bondowner or the person authorized by the owner to perform actions for early redemption of the Bonds who submitted the Request (application) for early Bond redemption.*

*The notice of refusal to satisfy the Request (application) for early Bond redemption shall be without prejudice to the right of the Bondowner to re-submit the Requests (applications) for early Bond redemption. If the Issuer makes a resolution to satisfy the Request (application) for early Bond redemption, transfer of the Bonds from the securities account with the NSD to the Bondowner or the Bondowner's authorized representative to the securities account of the Issuer opened with the NSD shall be performed in accordance with counter orders with control over cash settlements.*

*To perform the above transfer, within One (1) business day after expiration of the Request (application) review period for early Bond redemption, the Issuer shall provide a written notice of the resolution made to the Bondowner or the person authorized by the owner to perform actions for early redemption of the Bonds who submitted the Request (application) for early Bond redemption and shall specify in the Notice of resolution to satisfy the Request (application) the details as required to complete the securities order according to the form established for securities transfer with control over cash settlements.*

*After submission of such notices, the Issuer shall submit a counter securities order to the NSD to transfer the Bonds (in accordance with the form established for transfer of securities with control over cash settlements) from the securities account, opened with the NSD for the Bondowner or the Bondowner's authorized representative, to the Issuer's account using the details specified in the Request (application) for early Bond redemption; additionally, the Issuer or the Issuer's authorized person shall submit an order to the NSD for money transfer from its bank account to the bank account of the Bondowner or Bondowner's authorized representative in accordance with the details specified in the corresponding Request (application) for early Bond redemption.*

*After receipt of a notice regarding satisfaction of the request, the Bondowner or Bondowner's authorized representative shall submit an order to the NSD in accordance with the form established for transfer of securities with control over cash settlements to transfer the Bonds from its securities account with the NSD to the Issuer's account in accordance with the details specified in the Notice of resolution to satisfy the Request (application) for early Bond redemption.*

*The parties shall specify the same performance date in the orders for transfer of securities with control over cash settlements and payment order for money transfer within the limits of performance timeframe established by the applicable laws for performance of the Issuer's obligation of early redemption.*

*Early redemption shall be performed for all requests for early Redemption of the Bonds which meet the requirements specified above in this Clause.*

*The Request (application) for early redemption of the Bonds shall be submitted to the Issuer at the Issuer's postal address from 9.00 a.m. to 6.00 p.m. on any business day starting from the date following the occurrence of event which gives rise to the Bondowner's right for early redemption of the Bonds.*

*The Bonds that have been redeemed early by the Issuer cannot be issued.*

Other terms of early securities redemption:

*If the general meeting of Bondowners makes a resolution to waive the right to request early redemption of the Bonds, no early redemption of the Bonds shall be performed at the owners' request.*

*In case of early Bond redemption at the owners' request, the Issuer must perform all the obligations in relation to the Bondowner in connection with the payment of a nominal value coupon yield.*

*Early redemption of the Bonds at the Issuer's discretion is not provisioned for.*

d) a procedure and terms for buyback of the Bonds by the Issuer with the possibility of further circulation:

*Provision is made for buyback of the Bonds by the Issuer under an agreement with a Bondowner (Bondowners) and according to a Bondowner's (Bondowners') request, with the possibility of further circulation. The Bonds can be bought back only upon they are paid in full.*

*The Issuer may buy the Bonds back by entering into Bonds sale and purchase transactions with the holders in accordance with the laws of the Russian Federation, including under public irrevocable offers of the Issuer published in the media and/or the news feed.*

*The following designation shall be used for the purpose of this Clause:*

*Acquiring Agent: a Trader authorized by the Issuer to acquire the Bonds.*

*If on the date of performance of certain actions associated with acquirement of Bonds, the Russian Federation laws and/or regulatory acts applicable to the financial markets establish any terms, procedure and/or rules (requirements), different from those specified by this Clause, acquirement of the Bonds shall be performed in accordance with the requirements of the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force on the date when the corresponding actions are performed.*

*Prior to the redemption due date, the Issuer may perform early redemption of the Bonds bought back by the Issuer. In this case, redemption shall be performed in accordance with the NSD regulations. The Bonds bought back and redeemed early by the Issuer cannot be issued again.*

*The procedure for disclosure by the Issuer of the terms and procedure of the Bonds buyback under an agreement with a Bondowner (Bondowners) and according to a Bondowner's (Bondowners') request, as well as of the results of the Bonds buyback and the number of Bonds bought back is specified in Clause 10.3 of the Resolution authorising the issue.*

Buyback of bonds by the Issuer at the Bondowner (Bondowners') request:

Term (procedure for determination of the term) within which the Bondowners may demand the Issuer to buy its bonds back.

*The Issuer shall buy the Bonds back at the Bondowners' requests filed within the last Five (5) business days of the coupon period preceding the coupon period for which the rate (the procedure for the determination of the rate) of the interest (the coupon) shall be determined by the Issuer after providing the registering authority with the notice on the results of the securities issue (hereinafter referred to as the "Period for Presentation of the Bonds for the Buyback by the Issuer").*

*If the rate (the procedure for the determination of the rate) of the Bond interest (the coupon) is determined simultaneously for several coupon periods, the Issuer shall buy the Bonds back at the Bondowners' requests filed within the established term during the coupon period preceding the coupon period for which the Issuer shall respectively determine the rate (the procedure for the determination of the rate) of the interest (the coupon) simultaneously with other coupon periods and which is the earlier (hereinafter referred to as the "Coupon Period Within Which the Issuer Shall Ensure the Bondowners the Right to Demand the Issuer to Buy the Bonds Back"). Buyback of the Bonds before other coupon periods for which the rate (the procedure for the determination of the rate) of the Bond interest (the coupon) is not required in this case.*

procedure for disclosure (provision) of information on the procedure and conditions of the buyback of the bonds by their Issuer

*Information on the conditions of the buyback of the Bonds at the Bondowners' request shall be disclosed simultaneously with the information on certain coupon rates not later than within Seven (7) business days before the commencement of the period within which the owners may demand the Issuer to buy back the Bonds belonging to them. Information on the rates and procedure for the determination of the rate of the coupon in the form of a formula with variables, which values may change at the Issuer's discretion, for the coupon periods starting from the second one that are determined by the Issuer after the Issuer submits the notice on results of the securities issue to the registering authority, as well as the notice on the order number of the coupon period during which the Bondowners may demand the Issuer to buy the Bonds back shall be disclosed in an established manner in the form of the corporate action notice not later than Twelve*

*(12) business days before the end of the coupon period during which the Issuer shall ensure the Bondowners the right to demand the Issuer to buy the Bonds back and during the following periods after making a corresponding decision by the Issuer's authorized management body that has made such decision:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The above-mentioned corporate action notice shall also include the following information:*

- rate or the procedure for the determination of the interest rate for the next coupon (coupons);*
- amount of the coupon income paid for one Bond for the next coupon (coupons);*
- series and form of the Bonds, state registration number and date of state registration of the Bond issue;*
- in cases provided for by the Resolution authorising the securities issue and the Prospectus, – the order number of the coupon period during which the Bondowners has the right to demand the Issuer to buy the Bonds back;*
- date of the buyback of the Bonds.*

*After expiration of the term established for the Issuer to buy the Bonds back at the Bondowners' request, the Issuer shall publish the information on the buyback of the Bonds (as well as on the number of the Bonds bought back) in the form of the corporate action notice during the following periods after the date of expiration of the term established for the buyback of the Bonds back provided for by the Resolution authorising the securities issue and the Prospectus:*

- in the news feed – at least within One (1) day;*
- on the page on the Internet – at least within Two (2) days;*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

*The Underwriter shall act as an Acquiring Agent.*

*The Issuer may decide to change the person who will function as an Acquiring Agent.*

*The Issuer shall publish the information on the above-mentioned decision in the manner and within the term indicated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*The Issuer shall inform the Exchange about the decisions made not later than on the Second (2) day after making the above-mentioned decision.*

Order and terms of the buyback of the Bonds by the Issuer at the Bondowners' request including the term (the procedure for the determination of the term) of the buyback of the Bonds, order of making the decision by the Issuer's authorized body on the buyback of the Bonds: *indicated below in this Clause.*

*The Issuer shall buy the Bonds back via MICEX Stock Exchange in accordance with the regulatory documents governing the activities of the trade organizer on the securities market.*

*1) The Bondowner, being the Trader, shall act independently. If the Bondowner is not the Trader, he/she/it shall conclude a corresponding contract with any broker, being the Trader, and give it a task to perform all actions necessary for the sale of the Bonds to the Issuer. The Trader acting at the expense and on behalf of the Bondowners, as well as in its own name and at its own expense, is hereinafter referred to as the "Holder" or the "Bondholder".*

*2) During the Period for presentation of the Bonds for the buyback by the Issuer the Bondholder shall provide the Acquiring Agent with a written notice on the intention to sell a certain number of the Bonds (hereinafter referred to as the "Notice"). The Notice shall be signed by the Bondholder's authorized representative.*

*The Notice shall be prepared on the Bondholder's letter head in the following format:*

*"Hereby \_\_\_\_\_ (full name of the Bondholder, OGRN/INN) informs about his/her/its intention to sell back to TTB Invest Production LLC documentary non-convertible interest-bearing bonds payable to bearer subject to mandatory centralized safekeeping of series 01 issued by TTB Invest Production LLC, state registration number of the issue \_\_\_\_\_, belonging to \_\_\_\_\_ (full name of the Bondowner) in accordance with the terms and conditions of the Prospectus and the Resolution authorising the securities issue.*

**Full name of the Bondholder:**

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**Number of the Bonds offered for the buyback (in figures and in letters:**

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**Bondholder's Signature, Seal''**

**Only those Notices shall be deemed received that were duly executed and actually received by the Acquiring Agent during the Period for presentation of the Bonds for the buyback by the Issuer.**

**The Notice shall be deemed received by the Acquiring Agent in the following cases:**

**- if it is sent to the Acquiring Agent's postal address or by personal delivery - from the date of marking the original copy of the Notice as served or the addressee's refusal to receive it confirmed by a relevant document, or**

**- if it is sent by facsimile - at the moment when the addresser received a confirmation from its fax machine that the addressee has received the Notice.**

**The Issuer shall buy back all Bonds whereof the notices on the intention to sell were received from the Holders during the Period for presentation of the Bonds for the buyback by the Issuer.**

**The Issuer shall be under no obligation to buy the Bonds back before those Bondowners**

**- who did not provide their Notices during the Period for presentation of the Bonds for the buyback by the Issuer or provided the Notices that did not meet the above-mentioned requirements;**

**the Bondholders who/that are the Traders acting at the expense or on behalf of the above-mentioned Bondowners did not provide the Notices related to the above-mentioned Bondowners during the Period for presentation of the Bonds for the buyback by the Issuer or provided the Notices that did not meet the above-mentioned requirements.**

**3) After the transfer of the Notice the Bondholder shall submit an address limit order for the sale of the number of the Bonds indicated in the Notice to the Organized Trading System in accordance with the Exchange Rules and other regulatory documents governing the securities trading on the Exchange addressed to the Acquiring Agent and indicating the Bonds purchase price (as defined below). This order shall be submitted by the Bondholder into the Trading System from 11:00 to 13:00 (Moscow time) on the Date of the Buyback at the owners' request.**

**The Date of the Buyback at the owners' request shall be the Third (3) business day after the date of the completion of the Coupon Period during which the Issuer shall ensure the Bondowners the right to demand the Issuer to buy the Bonds back (heretofore and hereinafter referred to as the "Date of the Buyback At the owners' Request");**

**The Bonds purchase price shall be One hundred (100) per cent of nominal value of the Bonds. The accrued coupon yield calculated as of the Acquisition Date at the owners's request shall be paid additionally.**

**4) Transactions associated with buyback of the Bonds by the Issuer from the Bondholders shall be performed at the Stock Exchange in accordance with the Trading Rules.**

**At the owners' request, from 4.00 p.m. to 6.00 p.m. (Moscow time) on the Date of the buyback at the owners' request, the Issuer shall submit direct counter-address limit orders via the Acquiring Agent in response to the orders of Bondowners who/which gave Notices to the Acquiring Agent which were submitted in accordance with para 2), Clause 10.1 of the Resolution authorising the issue and are available in the Trading System on the transaction date.**

Procedure followed by the issuer's authorized body to make a resolution to buy the bonds back:

**No special resolution of the Issuer's authorized body is required to buy the Bonds back at their owners' request.**

Buyback of the Bonds by the Issuer upon agreement with their owner(s):

The procedure and terms for buyback of the Bonds by the Issuer upon agreement with the Bondowners

*The Bonds can be bought back by the Issuer subject to agreement with their owner(s) with the possibility of their further circulation until the maturity date in accordance with the terms stipulated by the Resolution authorising the issue and the Prospectus.*

*The Issuer may buy the Bonds back by entering into Bonds sale and purchase agreements in accordance with the laws of the Russian Federation, including under public irrevocable offers of the Issuer published in the media. The Issuer shall buy the Bonds back on identical terms.*

*The resolution to buy the Bonds back, including in the framework of public irrevocable offers, shall be made by the Issuer's authorized body. When making this resolution, the authorized body of the Issuer shall define the terms, procedure, and timeframe to buyback the Bonds which will be posted in the news feed and on the web site.*

*Buyback of the Bonds upon agreement with their owner(s) with the possibility of their further circulation upon proposal of the Issuer shall be performed as follows:*

*a) The resolution to buy the Bonds back shall be made by the Issuer's authorized body with consideration of provisions stipulated by the Resolution authorising the issue and the Prospectus. The resolution to buy the Bonds back may be made multiple times.*

*The resolution of the Issuer's authorized body to buy the Bonds back upon agreement with the Bondowners shall specify:*

- *date of resolution to acquire (buy back) the Bonds;*
- *series and form of the Bonds, the state registration number and the date of state registration of the Bonds issue;*
- *quantity of Bonds to be acquired;*
- *a procedure for accepting the acquirement offer by the Bondowners and the time period when a Bondowner may transfer to the Acquiring Agent a written notice of the intention to sell a certain quantity of Bonds to the Issuer on the terms defined by the Issuer's resolution to buy the Bonds back and stated in the posted message on acquirement of the Bonds, which in any case may not be shorter than Five (5) business days.*
- *commencement date of the Bonds buyback by the Issuer;*
- *completion date of the Bonds buyback;*
- *the Bonds buyback price and procedure for its determination;*
- *the Bonds buyback procedure;*
- *payment form (cash only) and timeframe;*
- *name of the Acquiring Agent, its location, postal address, details of its license in the capacity of professional securities trader.*

*b) In compliance with the timeframe, terms, and procedure for acquirement of the Bonds posted in the news feed and on the Issuer's page on the Internet, the Issuer shall buy the Bonds back from the Bondowners by entering into the sale and purchase transactions using the Trading System. The Bondowner being the Trader and wishing to sell the Bonds to the Issuer shall act on his/her/its own. If the Bondowner is not a Trader, this Bondowner may enter into an appropriate contract with any Trader and authorize the latter to sell the Bonds to the Issuer.*

*The Bondholder shall transfer to the Acquiring Agent the Notice of intention to sell a certain number of the Bonds to the Issuer (hereinafter referred to as the "Notice") in accordance with the timeframe, terms, and procedures for acquiring the Bonds posted in the news feed and on the web site*

*This Notice shall be sent at the address of the Acquiring Agent by registered mail with acknowledgement of receipt and with the list of enclosures or personally delivered to the authorized person of the Acquiring Agent against signature.*

*This Notice shall be signed by the authorized person of the Bondholder and shall contain information on the full name of the Holder, series and quantity of the Bonds offered for sale, a correspondence address of the Holder, contact phone and fax.*

*A power of attorney or other documents which confirm the powers granted to the authorized person of the Bondholder to sign the Notice shall be enclosed to the Notice.*

*The Notice shall be deemed received by the Acquiring Agent on the date of delivery to the addressee, provided that the Notice conforms to all the requirements as defined by the corporate action notice regarding acquirement of the Bonds.*

*The Notice shall be deemed received by the Acquiring Agent if:*

- *the notice of mail delivery bears the acknowledgement of receipt by the Acquiring Agent;*

- *the notice of mail delivery bears the comment that the Acquiring Agent refused to accept the mail;*
- *the Notice sent by registered mail to the postal address of the Acquiring Agent was not received by the Acquiring Agent due to his/her/its absence at the specified address.*

*The Notice shall be deemed delivered to the authorized person of the Acquiring Agent if:*

- *the copy of the Notice kept by the Bondowner or by the person authorized by the owner to dispose of the Bonds bears the signature of the authorized person of the Acquiring Agent to confirm the receipt of the Notice;*
- *the Notice bears a comment stating that the authorized person of the Acquiring Agent refused to receive the Notice and this comment is certified as true by non-concerned persons.*

*The Issuer shall have no obligation to buy the Bonds back in relation to:*

- *persons who/which failed to submit their Notices in due time;*
- *persons who/which submitted their Notices not in accordance with the established requirements;*

*c) if the Bonds are acquired at the trading session of the Trade Organizer from 11.00 a.m. to 1.00 p.m. (Moscow time) on the corresponding date specified for commencement of the Bonds buyback by the Issuer in the corporate action notice regarding acquirement of the Bonds, the Holder who/which earlier transferred the Notice to the Acquiring Agent shall submit a address limit order (hereinafter referred to as the "Order") to sell a certain number of the Bonds to the Trading System in accordance with the Trading Rules addressed to the Acquiring Agent with indication of the Bond price as specified in the corporate action notice regarding acquirement of the Bonds. The number of the Bonds in the Order shall be the same as the number of the Bonds specified in the Notice. The number of the Bonds kept on the securities account of the Holder with the NSD on the date when the Holder submits the Order may not be lower that the number of the Bonds specified in the Notice. An abstract from the orders register prepared in accordance with the form of the corresponding Annex to the Rules of securities trading at the Exchange and certified with the signature of the authorized person of the Exchange shall be the sufficient evidence of the Order submission by the Holder.*

*From 4.00 p.m. to 6.00 p.m. (Moscow time) on the corresponding commencement date of the Bonds acquirement specified in the corporate action notice regarding acquirement of the Bonds, the Issuer shall submit counter-address limit orders via the Acquiring Agent in response to the Orders submitted in accordance with the terms which are specified in the notice of Bonds acquirement and are available in the Trading System at the time of the counter-address limit orders submission.*

*If the Bondowners accept the offer for Bonds acquirement by the Issuer in the quantity higher than specified in the offer, the Issuer shall buy the Bonds back from the owners proportionately to the number of the Bonds specified in the Notices subject to the acquirement of the integer number of the Bonds only.*

The timeframe (a procedure for determination of the timeframe) for buying the bonds back, a procedure for making a resolution to buy the bonds back by the Issuer's authorized body: *specified in Clause 10.3 of the Resolution authorising the issue.*

*The Bonds can be bought back only upon they are paid in full.*

*If the Issuer buys the Bonds back upon agreement with their owner(s) and at their owner(s)' request, the Bonds shall be credited to the securities account of the Issuer with the NDS which is intended for recording the rights to the issued securities.*

*Prior to the redemption due date, the Issuer may perform early redemption of the Bonds bought back by the Issuer. In this case, redemption shall be performed in accordance with the NSD regulations. The Bonds bought back and redeemed early by the Issuer cannot be issued again. The Bonds shall be paid in cash upon the buyback.*

The bonds buyback timeframe and a procedure for its determination:

- *If the Bonds are bought back by the Issuer at the Bondowners' request, the Date of the buyback of the Bonds by the Issuer shall be determined in accordance with Clause 10.1 of the Resolution authorising the issue.*
- *If the Issuer makes a resolution to buy the Bonds back upon agreement with their owners in accordance with Clause 10.2 of the Resolution authorising the issue and Clause 9.1.2 of the Prospectus, including the framework of public irrevocable offers of the Issuer published in the mass media, the timeframe and other terms for buying the Bonds back shall be established by the resolution of the Issuer's*

*authorized body with consideration of legislation requirements and shall be posted in the news feed and on the website*

The procedure for disclosure of information by the Issuer regarding the terms and results of bonds acquirement:

*1. Information on all significant terms of the Bonds acquirement at their owners' request shall be disclosed by the Issuer by posting the text of the Resolution authorising the issue and the Prospectus on the web pages within Two (2) days after disclosure of the resolution by the Bank of Russia regarding state registration of the Bonds issue or after receipt of a written notice by the Issuer from the Bank of Russia regarding state registration of the Bonds issue by mail, fax, e-mail, personal delivery with acknowledgement of receipt, whichever is earlier, but in any case not later than the commencement date of the Bonds placement.*

*Information on certain coupon rates or a procedure for determination of coupon rates in the form of a formula with variables which cannot be changed at the Issuer's discretion as well as on the sequential number of the coupon period during which the Bondowners may demand the Issuer to buy the Bonds back shall be posted by the Issuer in accordance with the procedure and timeframe stipulated by Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*2. If the Issuer makes a resolution to buy the Bonds back upon agreement with their owner(s), including in the framework of public irrevocable offers, a corresponding message shall be posted by the Issuer in accordance with the procedure and timeframe specified in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*3. Information on the results of acquirement of the Bonds and execution of the Issuer's obligation to buy the Bonds back (at the Bondowners' request / upon agreement with the Bondowners) (including on the number of the Bonds bought back) shall be disclosed in accordance with the procedure and timeframe specified in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*4. The Bonds may be bought back by the Issuer via the Trade Organizer specified in Clause 8.3 of the Resolution authorising the issue and Clause 9.8 of the Prospectus in accordance with the regulatory documents applicable to the operations of the Trade Organizer.*

*If the Bonds cannot be acquired due to restructuring, liquidation of the Organizer or the Russian Federation legal requirements, the Issuer shall make a resolution regarding another trade organizer on the securities market through which Bonds acquirement transactions will be made. In this case, the Bonds shall be acquired in accordance with regulatory and internal documents applicable to the operations of this trade organizer on the securities market.*

*If the securities market Trade Organizer through which Bonds acquirement transactions were made is changed, the Issuer must post information on the new securities market trade organizer which will be engaged for execution of Bond acquirement transactions. The above information shall be disclosed in the manner and within the term stipulated in Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

*If the Bonds do not trade at the Exchange on the acquirement date, the Issuer shall buy the Bonds back from the Owners on the following terms and in accordance with the following procedure:*

*1). To enter into the agreement (transaction) on the Bonds acquirement by the Issuer, the Owner shall send a Notice to the Issuer in accordance with the procedure and terms defined by Clause 10. of the Resolution authorising the issue and Clause 9.1.2. of the Prospectus, depending on whether the Bonds are bought back at the Bondowners's request or through an agreement with the Bondowners.*

*Additionally, the Bondowner shall submit the following data to the Issuer:*

- full and abbreviated trade name of the Bondowner / person sending the Notice;*
- location and postal address of the person sending the Notice;*
- bank details of the Bondowner (a person authorized to receive the money) which will be used by the Issuer and/or the Acquiring Agent to transfer the payment for the Bonds (bank details shall be specified in accordance with the rules of National Settlement Depository (NSD) for transfer of securities in accordance with counter orders of the sender and the recipient with control over cash settlements);*
- Taxpayer's Identification Number (INN) of the person authorized to receive the money sums;*

- *tax status of the person authorized to receive the money sums in connection with the Bonds (a Russian company; a foreign company; a permanent representative office of a foreign company in the Russian Federation, etc.);*
- *Tax Registration Reason Code (KPP) of the person authorized to receive the money sums;*
- *OKPO code;*
- *OKVED code;*
- *BIC (for credit organizations);*
- *details of the securities account held by the Bondowner (or the authorized person of the Bondowner) with the NSD as required to transfer Bonds in the framework of counter orders in accordance with the rules established by NSD.*

*Notice of the Bonds sale shall be deemed received by the Issuer on the date of its delivery to the Issuer.*

*The Issuer shall not be obligated to buy the Bonds back from the Bondowners or the persons authorized by the Bondowners if the latter failed to submit their Notices in due time (with consideration of additional information specified in this Clause above) or submitted the Notices (with consideration of additional information specified in this Clause above) which do not conform to the specified requirements.*

*The agreement (transaction) for acquirement of the Bonds shall be deemed executed upon receipt of the Notice by the Issuer with consideration of requirements to the procedure of the Notice delivery.*

*2). The Bonds shall be bought back at the established purchase price on the established purchase date from the Bondowners on the over-the-counter market by Bonds transfer from the securities account opened with the NSD to the Bondowner or the authorized person of the Bondowner to the securities account intended to recording the rights to the securities issued by the Issuer, and by transfer of the corresponding amount from the bank account opened with the NSD to the Issuer or the authorized person of the Issuer (Acquiring Agent) to the bank account opened with the NSD for the Bondowner or the authorized person of the Bondowner authorized by the Bondowner to receive the money in connection with the Bonds. The Bonds shall be transferred in accordance with the rules established by the NSD for transfer of securities in accordance with counter orders of the sender and the recipient with control over cash settlements. In order to transfer the Bonds, the Bondowner or the person authorized by the Bondowner to receive the money in connection with the Bonds shall have an account with the NSD. The procedure and timeframe for opening a bank account with the NSD shall be regulated by the Russian Federation laws, regulatory acts of the Bank of Russia and the terms of agreement with the NSD.*

*The individual Bondowners may receive money in connection with the Bonds exclusively through the bank account of the legal entity authorized by the individual Bondowner to receive the money sums in connection with the Bonds.*

*3). The Issuer shall not be obligated to purchase the Bonds from the Bondowners if the latter send the Notices (with consideration of additional information specified in para 1). of this Clause) in accordance with the established procedure, but fail to submit the order to transfer the Bonds from their securities account to the Issuer's securities account intended for recording the rights to the securities issued by the Issuer in accordance with the NSD requirements and if the total number of the Bonds specified in the order to transfer the Bonds submitted to the NSD does not correspond to the number specified in the Notice.*

*The Issuer shall not be obligated to purchase the Bonds from the Bondowners if the latter send the Notices (with consideration of additional information specified in para 1). of this Clause) in accordance with the established procedure and submit the order to a depository to transfer the Bonds from their securities account to the Issuer's securities account intended for recording the rights to the securities issued by the Issuer in accordance with the NSD requirements, but specify the securities account number and/or their abbreviated corporate names not in conformance to their Notices (with consideration of additional information specified in para 1). of this Clause).*

*The Issuer shall not be obligated to buy the Bonds back from the Bondowners if the latter send the Notices (with consideration of additional information specified in para 1). of this Clause) in accordance with the established procedure and submit the order to transfer the Bonds from their securities account to the*

*securities account of the Issuer or the Issuer's authorized person with the NSD in accordance with the NSD requirements, but specify incorrect or incomplete bank details of the Bondowner (the person authorized to receive the amounts).*

*In case of any changes in the applicable laws and/or regulatory acts applicable to the financial markets, performance of over-the-counter settlements in connection with the Bonds acquirement (including with consideration of a procedure for recording and transfer of title to the Bonds) shall be regulated with consideration of amended requirements of the laws and/or regulatory acts applicable to the financial markets.*

e) information on paying agents for bonds.

*No paying agent is appointed as of the approval date of the Resolution authorising the issue.*

The Issuer's possibility to appoint additional paying agents and cancel their appointment as well as a procedure for disclosure of information on such actions shall be specified.

*The Issuer may appoint paying agents and cancel their appointment:*

- *in connection with the early Bonds redemption at their owners' request in accordance with Clause 9.5.1 of the Resolution authorising the issue;*
- *in connection with payments in favor of Bondowners in cases specified by Clause 9.7 of the Resolution authorising the issue.*

*Information on appointment of paying agents and/or Acquiring Agents by the Issuer and cancellation of this appointment shall be disclosed by the Issuer in accordance with the procedure stipulated by Clause 11 of the Resolution authorising the issue and Clause 2.9 of the Prospectus.*

f) actions to be taken by the bondowners in case of non-performance or improper performance of the Issuer's obligations in connection with the bonds.

*In accordance with art. 809 and 810 of the Russian Federation Civil Code, the Issuer must refund the nominal value of the Bonds to the Bondowners and pay a coupon yield on the Bonds in accordance with the timeframe and procedure stipulated by the Resolution authorising the issue and the Prospectus.*

*Failure to perform obligations in connection with the Bonds by the Issuer is a material breach of the loan agreement executed by the issue and sale of the Bonds (hereinafter referred to as the "Default") in case:*

- *the Issuer delays the performance of obligation to pay the coupon yield on the Bonds for over Ten (10) business days through the fault of the Issuer, or the Issuer refuses to perform this obligation;*
- *the Issuer delays the performance of obligation to redeem the nominal value of the Bonds for over Ten (10) business days through the fault of the Issuer, or the Issuer refuses to perform this obligation;*
- *the Issuer delays the performance of obligation to buy the Bonds back for over Ten (10) business days through the fault of the Issuer, or the Issuer refuses to perform this obligation.*

*Performance of the corresponding obligations with delay but still within the timeframe specified in the definition of the default shall constitute the technical default.*

The procedure for submission of a request to the Issuer.

*In cases which are classified as material breach of performance of obligations in connection with the Bonds in accordance with Clause 5, Article 17.1 of Federal Law On Securities Market No. 39-FZ dated 22/4/1996, the Bondowners, their authorized persons may submit requests to the Issuer for early redemption from the date of occurrence of the corresponding events to the date when the Issuer and/or a representative of the Bondowners (if any) disclose information on rectification of the breach.*

*The request for early redemption of the Bonds shall be submitted to the Issuer in accordance with the procedure stipulated by Clause 9.5.1. of the Resolution authorising the issue with consideration of certain requirements specified by article 17.1 of Federal Law On Securities Market No. 39-FZ dated 22/4/1996.*

*The Issuer must redeem the Bonds submitted for early redemption in case of material breach of obligations in connection with the Bonds within Seven (7) business days after the receipt of the corresponding request.*

*In case of default, the Bondowners, their authorized persons may, without making requests for early redemption of Bonds, submit a request (claim) to the Issuer:*

- in case of default in payment of a coupon yield on the Bonds, pay the coupon yield accrued but not paid and the interest for delay in payment of the coupon yield in accordance with articles 395 and 811 of the Russian Federation Civil Code;
- in case of default in payment of a nominal value of the Bonds, pay the nominal value of the Bonds and the interest for delay in payment of the nominal value in accordance with articles 395 and 811 of the Russian Federation Civil Code;
- in case of default in acquiring the Bonds, perform the obligation to acquire the Bonds at the purchase price established in accordance with Clause 10 of the Resolution authorising the issue and pay interest for delay in performance of obligation to acquire in accordance with articles 395 and 811 of the Russian Federation Civil Code;

*In case of the technical default, starting from the day following the due date of obligation the Bondowners, their authorized persons may submit a request (claim) to the Issuer to pay interest for delay in performance of the corresponding obligations in connection with the Bonds in accordance with articles 395 and 811 of the Russian Federation Civil Code.*

*The request to the Issuer must be submitted in writing, shall be marked as the "Claim" and signed by the Bondowner, an authorized person of the Bondowner, including the authorized person of the nominee Bondholder.*

*The Bondowner or the authorized person of the Bondowner shall submit the Claim to the Issuer with the following documents enclosed:*

- copies of a statement of securities account held by the Bondowner,
- documents which confirm the powers of the persons who signed the Claim on behalf of the Bondowner (if the Claim is submitted by the person authorized by the Bondowner).

*The Claim must include the following information:*

- full name of the Bondowner and the person authorized by the Bondowner to receive yield on the Bonds;
- state registration number of the Bond issue and state registration date;
- number of the Bonds (in figures and words) owned by the Bondowner; and
- description of the event which gave rise to the Bondowner's right to submit this request to the Issuer
- location and postal address of the person sending the Claim;
- details of the bank account of the Bondowner or the person authorized to receive the yield on the Bonds;
- Taxpayer's Identification Number (INN) of the person authorized to receive payments in connection with the Bonds;
- a tax status of the person authorized to receive payments in connection with the Bonds (a Russian company; a foreign company; a permanent representative office of a foreign company in the Russian Federation; an individual with the status of Russian Federation tax resident; an individual who has no status of the Russian Federation tax resident);
- Tax Registration Reason Code (KPP) of the person authorized to receive payments in connection with the Bonds;
- OKPO code;
- OKVED code;
- BIC (for credit organizations).

*If the Bondowner is a foreign company and/or individual, the Claim shall also specify the following information:*

- location (or registration – for individuals) and a postal address, including a post code, of the Bondowner;
- Taxpayer's Identification Number (INN) of the Bondowner;
- a tax status of the Bondowner (i.e., the person who has the actual right to receive the yield) (a foreign company; a permanent representative office of a foreign company in the Russian Federation; an individual with the status of the Russian Federation tax resident; an individual who has no status of the Russian Federation tax resident);

*If the Bondowner is a foreign company:*

- foreign company code (FCC), if any;

*If the Bondowner is an individual:*

- type, number, date, and issue place of the Bondowner's ID,
- issuing authority;

**- day, month, and year of birth of the Bondowner.**

**In addition to the Claim, to the information on individuals and foreign companies holding the Bonds and having the actual right to receive the yield on such Bonds, the Bondowner or the person authorized by this Bondowner shall transfer the following documents to the Issuer as required for application of the corresponding tax rates to the yield on the Bonds:**

**a) if the Bondowner is a foreign company which does not operate via a permanent representative office in the Russian Federation or does not receive the yield on the Bonds associated with the permanent representative office of this foreign company in the Russian Federation:**

**- confirmation stating that the foreign company has its permanent location in the state bound by the international tax treaty (agreement) with the Russian Federation (if any); the confirmation must be certified by the competent authority of the corresponding foreign state. If this confirmation is prepared in a foreign language, translation into Russian shall also be submitted<sup>2</sup>;**

**b) if the beneficiary of the yield on the Bonds is a permanent representative office of a foreign company in the Russian Federation:**

**- a notarized copy of the certificate which confirms registration of the representative office with tax authorities in the Russian Federation issued not earlier than the previous tax period and a letter on the official letterhead of the organization which confirms that the yield paid on the Bonds is attributable to the permanent representative office of the yield beneficiary in the Russian Federation.**

**c) In case of payments in favor of a foreign citizen of the state which is bound by the effective international tax treaties with the Russian Federation or in favor of the person authorized by the Bondowner, the following documents shall be submitted to the Issuer:**

**- for the persons without the status of the Russian Federation tax residents, the following shall be submitted: a statement from the authorized body of a foreign state which confirms that this individual is a tax resident of the foreign state for the purpose of application of the effective international tax treaty between the Russian Federation and the foreign state issued in accordance with the requirements of Russian tax laws.**

**- for the persons with the status of the Russian Federation tax residents, the following shall be submitted: a statement prepared in a free form to acknowledge the person's status of the Russian Federation tax resident in accordance with article 207 of the Russian Federation Tax Code as of the corresponding yield payment date, a copy of the passport of the individual Bondowner as well as the documents which confirm the period of stay in the Russian Federation during the twelve consecutive months before the yield payment date. The following documents may be submitted for this purpose: a certified copy of the statement which confirms that the individual is registered with the Russian Federation tax authorities, arrival-departure records, employer's references issued in accordance with the information from the worktime sheet, copies of the passport with stamps of border control authorities, statements which confirm hotel accommodation, residence permit, temporary residence permit, visa, form of the statement issued by the Interregional Inspectorate of the Federal Tax Service of Russia for Centralized Data Processing (regarding tax resident status confirmation).**

**d) If the payments are made in favor of a Russian citizen who is a Bondowner and resides outside the Russian Federation, has double nationality, or in favor of the person authorized by the Bondowner, the following information shall preliminarily be requested from this Russian citizen and submitted to the Issuer:**

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<sup>2</sup> Article 312 of the Russian Federation Tax Code stipulates that a confirmation certified by a competent authority of a foreign state should be submitted to the tax agent. The procedure for issue of official documents by the competent authorities of foreign states is described by the Hague Convention dated 5/10/1961, which is a constituent part of the Russian Federation legal system by virtue of art. 15 of the Russian Federation Constitution.

According to art. 1 of the Convention, the Convention shall be applicable to the official documents which were issued in one of the contracting states and must be submitted in another contracting state.

According to art. 3 of the Convention, the only formality which may be requested to certify the authenticity of the signature, the status of the person who signed the document and, in certain cases, the authenticity of the seal or stamp attached to the document shall be by affixing the apostille on the document by the competent authority of the state where this document was issued in accordance with art. 4 of the Convention.

Since the Convention is applicable to the official documents, including those issued by the authority or official subject to the jurisdiction of the state, including the documents originating from the prosecutor's office, a court secretary or a court bailiff, such documents must conform to the requirements of the Convention, i.e. bear an apostille.

Therefore, in order to be eligible for the preferential tax treatment, the foreign person must submit the apostilled confirmation issued by the competent authority of the state.

*- for the persons with the status of the Russian Federation tax residents, the following shall be submitted: a statement prepared in a free form to acknowledge the person's status of the Russian Federation tax resident in accordance with article 207 of the Russian Federation Tax Code as of the corresponding yield payment date, a copy of the passport of the individual Bondowner as well as the documents which confirm the period of stay in the Russian Federation during the twelve consecutive months before the yield payment date. The following documents may be submitted for this purpose: arrival-departure records, employer references issued in accordance with the information from the worktime sheet, copies of a passport with stamps of border control authorities, statements which confirm hotel accommodation, residence permit, temporary residence permit, visa, form of a statement issued by the Interregional Inspectorate of the Federal Tax Service of Russia for Centralized Data Processing (regarding tax resident status confirmation).*

*- for the persons without the status of the Russian Federation tax residents, the following shall be submitted: a statement from the authorized body of a foreign state which confirms that this individual is a tax resident of the foreign state for the purpose of application of the effective international tax treaty between the Russian Federation and the foreign state issued in accordance with the requirements of Russian tax laws.*

*In case of failure to submit or delay in submission of the above documents, the Issuer shall not be responsible in relation to the owners for failure to apply the corresponding tax rates. The lower tax rates established by the corresponding international tax treaties (agreements) shall be applied by the Issuer in relation to the yield payable on the Bonds only to the persons with the actual right to receive the yield on the Bonds (beneficial owners).*

*The Claim shall be sent by registered mail with acknowledgement of receipt and with the list of enclosures at the Issuer's address or personally delivered to the authorized person of the Issuer against signature. The Claim shall be reviewed by the Issuer within Five (5) days (hereinafter referred as the "Claim review period").*

*If the Claim includes a request to pay interest for delayed performance or non-performance of corresponding obligations in connection with the Bonds in accordance with article 395 of the Russian Federation Civil Code, within Three (3) business days after expiration of the due Claim review period, the Issuer shall transfer the amounts payable to the Bondowners who/which submitted the Claim.*

*In case of default or technical default, obligations to pay the nominal value of the Bonds, to pay the coupon yield on the Bonds and to acquire the Bonds (excluding payment of interest for delayed performance of obligations in connection with the Bonds in accordance with Articles 395 and 811 of the Russian Federation Civil Code) shall be performed by the Issuer in accordance with the procedure stipulated for payment of a nominal value of the Bonds, a coupon yield on them, for acquiring the Bonds per Clauses 9.2, 9.4. and 10 of the Resolution authorising the issue respectively.*

*If at least one Request (application) for early Bonds redemption submitted in accordance with the procedure defined by Clause 9.5.1 of the Resolution authorising the issue is satisfied, and that results in payment of a coupon yield amount, payment of the amounts payable to other owners entitled to such amounts in accordance with Clause 9.7 of the Resolution authorising the issue may not be performed in accordance with the procedure stipulated by section 9.4 of the Resolution authorising the issue. In this case the Issuer shall request from the NSD the list of persons with the status of Bondowners as of the corresponding dates (hereinafter referred to as the "List"). To make payments in accordance with this paragraph to the owners specified in the List who/which did not submit the Requests, the Issuer shall ensure the transfer of the corresponding amounts.*

The procedure for submission of a claim to the court or arbitration court.

*If the Issuer's authorized person refuses to receive the Claim or the registered letter with the Claim against the signature or if the Claim sent at the Issuer's postal address is not delivered because the Issuer is not available at the specified address or if the Issuer refuses to satisfy the Claim, the Bondowners, their authorized persons may refer to the court or the arbitration court with a lawsuit against the Issuer to recover the corresponding amounts.*

*If the Issuer fails to transfer the amounts or part of the amounts payable to the Bondowners on account of a nominal value of the Bonds, a coupon yield on them, buyback of the Bonds as well as the interest for delay in performance of the corresponding obligations in connection with the Bonds in accordance with article 395 of the Russian Federation Civil Code, the Bondowners or their authorized persons may refer to the*

*court or the arbitration court with a lawsuit against the Issuer to recover the corresponding amounts.*

*If a representative of Bondowners is appointed in accordance with article 29.1 of Federal Law No. 39-FZ On Securities Market dated 22/4/1996 (hereinafter referred to as the "Law On Securities Market"), the Bondowners may not submit individual claims to the court or arbitration court, unless otherwise stipulated by the Law On Securities Market, terms of the Bonds issue or resolution of the general meeting of the Bondowners.*

*The Bondowners may submit individual claims to the court upon expiration of one month after occurrence of the grounds for the claim if the representative of the Bondowners failed to submit the corresponding claim to the court within the specified period or if the general meeting of the Bondowners did not make a resolution to waive the right to submit this claim to the court within the specified period.*

*Individual Bondowners may refer to the general jurisdiction court at the respondent's venue; Bondowners represented by legal entities and private entrepreneurs may refer to the arbitration court at the respondent's venue.*

*The total period of limitation of action in accordance with article 196 of the Russian Federation Civil Code shall be three years. In accordance with article 200 of the Russian Federation Civil Code, the period of limitation of action start shall be counted from the expiration of due date for the Issuer's obligations.*

*Jurisdiction of civil cases to the courts is established by article 22 of the Civil Procedure Code of the Russian Federation.*

*Jurisdiction of cases to the arbitration court is established by article 27 of the Arbitration Procedure Code of the Russian Federation.*

Procedure for disclosure of information on non-performance or improper performance of obligations in connection with the bonds:

*In case of non-performance or improper performance of the Issuer's obligations in connection with the Bonds (including default or technical default), the Issuer shall post information thereon in the form of the corporate action notice within the following timeframe from the date when the corresponding obligation of the Issuer in relation to the owners of the Issuer Bonds must be fulfilled and, if this obligation must be fulfilled by the Issuer within a certain timeframe (period) - the date of this timeframe expiration:*

- *in the news feed – at least within One (1) day;*
- *on the page on the Internet – at least within Two (2) days.*

*The said message shall specify, inter alia, the volume of non-fulfilled obligations, cause of non-performance, list of possible actions to be taken by the Bondowners to satisfy their claims.*

*However, posting on the page on the Internet shall be made after publication in the news feed.*

h) information on the guarantor.

*Performance of obligations in connection with the Bonds shall not be guaranteed by any third person(s).*

i) conditions of securing the performance of obligations with regard to the bonds.

*The Bonds are not secured.*

j) information on attribution of bond acquirement to the category of investments with increased risk.

Calculating the sum of indicators specified by subclauses 1 - 5, Clause 3.15 of the Regulations on Information Disclosure by Issuers of Equity Securities approved by Order of Federal Financial Markets Service of Russia No. 11-46/pz-n dated 4/10/2011:

value of the issuer's net assets	0 rubles*
amount (value) of guarantee granted as security for performance of obligations in connection with the bonds	not available
amount per the bank guarantee granted as security for performance of obligations in connection with the	not available

bonds	
value of property pledged as security for performance of obligations in connection with the bonds determined by the appraiser	not available
amount of the state and/or municipal guarantee for the bonds	not available

*\* In accordance with the requirements of Clause 3.15 of the Regulations on Information Disclosure by Issuers of Equity Securities approved by Order of Federal Financial Markets Service of Russia No. 11-46/pz-n dated 4/10/2011, the value of the issuer's net assets in this case is calculated based on the data in the accounting (financial) reports as of the last reporting date prior to the date of the bond prospectus approval by the issuer's authorized management body. There are no completed reporting periods as of the Prospectus approval date. Thus, the value of the Issuer's net assets in this case is calculated based on the data of its inductive accounting (financial) statements as of 10 October 2014. When calculating the value of net assets based on the data of inductive statements, the accounts receivable in the amount of 100,000 rubles reflected in the inductive statements, i.e. accounts receivable from the founders in the form of contributions to the authorized capital, were excluded from the composition of assets.*

*Since the sum of indicators specified by subclauses 1 - 5, Clause 3.15 of the Regulations on Information Disclosure by Issuers of Equity Securities approved by Order of Federal Financial Markets Service of Russia No. 11-46/pz-n dated 4/10/2011 is lower than the sum of the Issuer's obligations in connection with the Bonds, acquirement of the Bonds is classified as investments with higher risk.*

9.1.3. Additional information on convertible securities

*The Bonds are not convertible.*

9.1.4. Additional information on the Issuer's options to be placed

*The Bonds are not options.*

9.1.5. Additional information on mortgage-secured bonds to be placed

*The Bonds are not mortgage-secured.*

9.1.6. Additional information on Russian depositary receipts to be placed

*The Bonds are not Russian depositary receipts.*

## **9.2. Placement price (procedure for its determination) for equity securities**

The price(s) or the procedure for determination of the price(s) of the placement shall be disclosed for each security to be placed:

*The Bonds placement price shall be equal to One thousand (1,000) rubles per Bond (100% nominal value). Starting from the second day of the Bonds placement, the buyer shall also pay the accrued coupon income on the Bonds (hereinafter referred to as the "ACI") when purchasing the Bonds, to be determined by the following formula:*

$$ACI = Nom * C * ((T - T_0) / 365) / 100\%, \text{ where}$$

*ACI - accrued coupon income, rub.*

*Nom - nominal value of one Bond, rub.;*

*C - coupon interest rate for the first coupon period, per cent per annum;*

*T - date of the Bonds placement;*

***T0 - commencement date of the Bonds placement.***

***The ACI amount per Bond shall be determined accurate to one kopeck (rounded in accordance with the mathematical rounding rules; therefore, the mathematical rounding rule should be understood as the rounding-off method, where the whole kopeck (whole kopecks) is (are) not changed, if the first digit after the rounded one equals 0 to 4, and is (are) changed, increasing by one, if the first digit after the rounded one equals 5 to 9).***

If the pre-emptive right is granted during placement of the securities of the issue (additional issue), the placement price or the procedure for its determination shall be disclosed to the persons having this pre-emptive right: ***no pre-emptive right to the Bonds is provided for***

### **9.3. Pre-emptive rights to acquire the equity securities to be placed**

***No pre-emptive right to the securities is provided for.***

### **9.4. Limitations for acquirement and circulation if equity securities are to be placed**

***In accordance with Federal Law No. 39-FZ On the Securities Market dated 22/4/1996:***

***1. Transactions which result in transfer of title to the equity securities (circulation of equity securities) may be performed after state registration of their issue (additional issue) or assignment of ID to their issue (additional issue).***

***No transfer of title to the equity securities is allowed until they are paid-up in full.***

***2. Public circulation of equity securities, including offer of such securities to an unlimited number of persons (e.g., through advertising) shall be allowed subject to simultaneous fulfillment of the following conditions:***

***1) registration of the Securities Prospectus (securities issue prospectus, privatization plan registered as the securities issue prospectus), admission of the Bonds for trade with submission of the prospectus for said securities to the stock exchange or admission of equity securities for trade without their inclusion into the quotation lists;***

***2) disclosure of information by the issuer in accordance with the requirements of the Federal Law On Securities Market; in case of admission of equity securities for which no securities prospectus was registered for trade, disclosure shall be performed in accordance with the requirements of the trade organizer.***

***In accordance with Federal Law No. 46-FZ dated 5/3/1999 On Protection of Rights and Legal Interests of Investors on Securities Market:***

***It is prohibited to advertise and/or offer to an unlimited number of persons any securities of the issuers which fail to disclose the information in accordance with the scope and the procedure as stipulated by the Russian Federation laws on securities of the issuers which publicly place their securities.***

***Public placement and public circulation, advertising and offering on the securities market in any form is prohibited for the securities intended for qualified investors, securities which are prohibited or not intended for public placement and/or public circulation by the federal laws and other regulatory legal acts of the Russian Federation as well as for the documents which certify the cash and other obligations but are not classified as securities in accordance with the Russian Federation law.***

In case of share placement, the limitations defined by the issuing joint-stock company shall be specified in accordance with its articles of association for the maximum number of shares or their nominal value to be held by one shareholder. The limitations specified by the Issuer's Articles of Association and [the Russian Federation laws](#) for potential buyers – non-residents shall be specified individually, including any limitations on the volume of the share which may be held by foreign person in the issuer's authorized capital:

***The Issuer does not issue any shares.***

Specify any other limitations stipulated by the Russian Federation [laws](#), the memorandum of association (Articles of Association) of the Issuer for circulation of the securities to be placed:

***The Bonds are circulated in accordance with the Resolution authorising the issue, Prospectus, and the applicable laws of the Russian Federation.***

***No limitations are defined in relation to the potential Bondowners.***

*Foreign companies and citizens of foreign states may acquire the Bonds in accordance with the applicable laws and regulations of the Russian Federation.*

*The Bonds are allowed for free circulation both on the stock exchange and over-the-counter market.*

*The Bonds shall be circulated on the stock exchange market with the exceptions established by the securities market trade organizers.*

*The Bonds shall be circulated on the over-the-counter market without limitations until the Bond Redemption Date.*

#### **9.5. Information on the price dynamics for the Issuer's securities**

If the issuer's securities of the same type as the securities to be placed are included into the list of securities allowed for trading by the trade organizer on the securities market, the following shall be specified for each quarter in which at least 10 transactions with such securities are settled via the trade organizer on the securities market, but not more than for the last 5 completed years or for each completed financial year, if the Issuer operates for less than 5 years:

*No such securities.*

#### **9.6. Information on persons delivering services in connection with the organization of placement and/or placement of equity securities**

*Institution that renders services to the Issuer for ensuring placement and the Bonds placement (heretofore and hereinafter referred to as the "Underwriter") is the following:*

Full corporate name: *RON Invest, Limited Liability Company*

Short corporate name: *RONIN, LLC*

INN: *7718686491*

OGRN: *1087746130823*

Location: *23 Kazakova St., building 1, Moscow, 105064*

Postal address: *23 Kazakova St., building 1, Moscow, 105064*

License number: *177-11090-100000 (for brokerage activities)*

Date of issue: *18 March 2008*

Validity period: *without limitation as to period of validity*

Issuing authority *Central Bank of the Russian Federation (Bank of Russia)*

Core duties of the Underwriter, including:

- 1. development of parameters, terms of issuance and placement of the Bonds;*
- 2. preparation of draft documents required for placement and circulation of the Bonds;*
- 3. preparation, arrangement and holding of marketing and presentation events before the Bonds placement;*
- 4. consulting on issues related to the requirements of the applicable laws of the Russian Federation required for the procedure for issuing the Bonds, their placement, circulation and redemption, including providing advice when disclosing information at the stages of the procedure for issuing the securities and assisting in preparation of the relevant advisory messages; implementation of other actions necessary to place the Bonds.*
- 5. receipt (collection) of written proposals (offers) from prospective acquirers to enter into Preliminary Contracts (if the Bonds are placed by Book Building);*
- 6. entering into Preliminary Contracts by sending positive responses (acceptances) of the Issuer to (of) proposals (offers) to enter into Preliminary Contracts (if the Bonds are placed by Book Building) to prospective acquirers, as determined at the Issuer's discretion;*
- 7. satisfaction of purchase bids for the Bonds on behalf and at the expense of the Issuer subject to the contractual terms and the procedure established by the Resolution authorising the issue and the Prospectus;*
- 8. informing the Issuer about the number of actually placed Bonds, as well as the amount of receipts from sale of the Bonds;*
- 9. transfer of funds received by the Underwriter from acquirers of the Bonds in payment for them to the Issuer's account, subject to the terms of the concluded contract;*

**10. implementation of other actions necessary to fulfill its obligations to place the Bonds, subject to the laws of the Russian Federation and the contract between the Issuer and the Underwriter.**

being under the obligations to acquire the securities not placed in time, and if this obligation exists - also the number (procedure for determination thereof) of securities not placed in time, which the specified person is required to purchase, and the term (procedure for determination thereof) upon expiry of which the above person is obliged to purchase the stated number of securities: ***a person who renders services to the Issuer for the Bonds placement and ensuring this placement is not required to do so***

being under the obligations related to maintenance of prices for the placed securities at a certain level within a certain period after completion of their placement (stabilization), including obligations related to rendering of market maker services, and if this obligation exists - also the term (procedure for determination thereof) during which the above person is required to stabilize prices or provide market maker services: ***a person who renders services to the Issuer for the Bonds placement and ensuring this placement is not required to maintain prices for the Bonds at a certain level within a certain period after completion of their placement (stabilization).***

***If the Bonds are included in the MICEX Stock Exchange Quotation List, the Issuer and the Underwriter may enter into a contract for fulfillment of market maker obligations with respect to the Bonds until they are in the MICEX Stock Exchange Quotation List. A market maker shall maintain the Bonds in the MICEX Stock Exchange until the Bonds are in the MICEX Stock Exchange Quotation List, as stipulated by the above contract, by setting and maintaining bilateral quotes on the Bonds for their purchase and sale.***

being entitled to purchase additional number of the Issuer's securities from the number of placed (circulating) securities of the same type and category as the placed securities are; this right may be either exercised or not depending on the results of the securities placement, and if there is such a right - an additional number (procedure for determination thereof) of the securities that may be acquired by the above person, and the term (procedure for determination thereof) during which the above person may exercise the right to purchase additional number of the securities: ***a person who renders services to the Issuer for the Bonds placement and ensuring this placement is not entitled to purchase additional number of the Issuer's securities from the number of placed (circulating) securities***

the amount of fee for the above person, and if this fee (part thereof) is paid to this person for the services related to maintenance of prices for the placed securities at a certain level within a certain period after completion of their placement (stabilization), including market maker services, - also the amount of this fee: ***the amount of fee for a person who renders services to the Issuer for the Bonds placement and ensuring this placement shall not exceed One per cent (1%) of the nominal value of the Bonds issue (including fee for the services related to maintenance of prices for the placed securities at a certain level within a certain period after completion of their placement (stabilization), including market maker services, provided that a relevant contract is signed).***

#### **9.7. Information on the group of prospective acquirers of equity securities**

Information on the group of prospective acquirers of the equity securities to be placed shall be stated:

***The Bonds shall be publicly offered.***

***No restrictions are applied to the group of prospective acquirers of the Bonds.***

***Non-residents may acquire the Bonds in accordance with the applicable laws and regulations of the Russian Federation.***

#### **9.8. Information on trade organizers on the securities market, including stock exchanges, where placement and/or circulation of placed equity securities is planned**

If the securities are placed through subscription for trading organized by the stock exchange or another trade organizer on the securities market, the corresponding circumstances shall be mentioned: ***The Bonds are placed through subscription for trading organized by the stock exchange (MICEX Stock Exchange).***

If the securities to be placed form an additional issue in relation to the securities of the issue which is circulated via the stock exchange or another trade organizer on the securities market, the corresponding circumstances shall be mentioned: ***The issue of the Bonds to be placed is not additional in relation to any other issue.***

If the Issuer intends to apply to the stock exchange or another trade organizer on the securities market to enable circulation of the securities to be placed via this trade organizer on the securities market, the corresponding circumstances and the expected circulation period of the issuer's securities shall be mentioned: ***The Issuer intends to apply to the stock exchange (MICEX Stock Exchange) for circulation of the Bonds to be placed during the entire period from the placement commencement date to the redemption date.***

The following shall be disclosed for each stock exchange or another trade organizer specified in this Clause:

Full corporate name: ***The Closed joint-stock company "MICEX Stock Exchange"***

Short corporate name: ***CJSC "MICEX Stock Exchange"***

Location: ***13 Bolshoy Kislovsky Lane, Moscow, 125009***

Postal address: ***13 Bolshoy Kislovsky Lane, Moscow, 125009***

Date of state registration: ***2/12/2003***

Registration number: ***1037789012414***

State registration authority: ***Interdistrict Inspectorate of the Ministry of Taxes and Levies of Russia No. 46 for Moscow***

License number of the Stock Exchange: ***077-007***

Date of issue: ***20/12/2013***

Validity period: ***perpetual license***

Licensing body: ***Central Bank of the Russian Federation (Bank of Russia)***

Other information on the stock exchanges or other trade organizers on the securities market where placement and/or circulation of placed securities is planned shall be specified by the issuer at its own discretion: ***no other information***

#### **9.9. Information on possible change of interest held by the shareholders in the issuer's authorized capital after placement of equity securities**

***The Issuer is not a joint-stock company.***

#### **9.10. Information on costs associated with the issue of securities**

The following shall be specified:

total costs of the Issuer in connection with the issue of securities:

***shall not exceed 51,992,480 rubles (not more than 1.04% of the total nominal value of the Bonds)***

***In particular, the following shall be paid:***

the amount of state duty charged in accordance with the [law](#) of the Russian Federation applicable to the taxes and levies in the course of securities issue:

***200,000 rubles (0.004% of the nominal value of the Bonds issue)***

the Issuer's costs incurred to pay for the services of consultants which are engaged (were engaged) for preparation and performance of securities issue as well as any persons delivering services to the Issuer in connection with the placement and/or organization of securities placement;

***shall not exceed 50,000,000 rubles (not more than 1% of the total nominal value of the Bonds)***

the Issuer's costs associated with qualification of the issuer's securities for trading by the trade organizer on the securities market, in particular, inclusion of the Issuer's securities into the quotation list of the stock exchange (securities listing);

***550,000 rubles (0.011% of the total nominal value of the Bonds)***

the Issuer's costs associated with disclosure of information on the progress of securities issue, including the cost of production of any booklets or other printed materials in connection with the issue of securities;  
**19,440 rubles (0.0004% of the total nominal value of the Bonds)**

the Issuer's costs associated with advertising of the securities to be placed, securities market survey (marketing), arrangement and holding of meetings with investors, presentation of securities to be placed (road-show);  
**none**

the Issuer's costs associated with payment for servicing the Bonds issue on the securities account and treasury securities account of the Issuer:  
**1,223,040 rubles (0.02% of the total nominal value of the Bonds)**

other Issuer's costs associated with the issue of securities.  
**none**

If the Issuer's costs associated with the issue of securities are covered by any third parties, the corresponding circumstances shall be mentioned and information on such third parties and the Issuer's costs covered (to be covered) by them shall be disclosed.

***The Issuer's costs shall not be covered by third parties***

#### **9.11. Information on the methods and the procedure for recovery of amounts received as payment for the equity securities to be placed if the issue (additional issue) of equity securities is declared void or invalid as well as in other cases stipulated by the Russian Federation laws**

Methods and procedure for recovery of amounts received as payment for the equity securities to be placed if the issue (additional issue) of equity securities is declared void or invalid:

***If the issue is declared void or invalid as well as in other cases stipulated by the Russian Federation laws, the money shall be refunded to the acquirers in accordance with the procedure defined by the Regulations of Russian FCSM "Regarding the procedure for refund of cash (other property) to the owners of securities received by the Issuer on account of payment for the securities issue which was declared void or invalid" (Approved by ordinance of Russian FCSM No. 36 dated 8 September 1998).***

***Within Three (3) days after receipt of the official notice declaring the securities issue void or invalid, the Issuer must establish a commission for organization of refund (hereinafter referred to as the "Commission") of the money used to acquire the Bonds to the owners of such Bonds.***

***This Commission shall:***

- notify the owners/ nominee holders of the Bonds about the procedure for refund of money used to acquire the Bonds,***
- organize refund of money used to acquire the Bonds to the owners / nominee holders of the Bonds,***
- determine the amount which was used to acquire the Bonds and must be refunded to each owner / nominee holder of the Bonds,***
- prepare the register of amounts which were used to acquire the Bonds and must be refunded to owners / nominee holders of the Bonds.***

***Within 45 days after receipt of the official notice declaring the issue of securities void or invalid, the Commission shall prepare the register of investment amounts which must be refunded to the security owners (hereinafter referred to as the "Register"). The register shall be prepared based on the list of Bondowners prepared by the NSD as of the completion date of the Bond placement for the issue which was declared void or invalid.***

***At the request of the owners of the Bonds subject to withdrawal from circulation and other concerned persons (including heirs of the security owners), the Issuer shall grant them access to the Register for familiarization after its approval.***

***The money used to acquire the Bonds shall be refunded to the acquirers in the cash form.***

***Within 2 months after receipt of the official notice declaring the issue of the Bonds void or invalid, the Commission shall notify the owners of the Bonds and the nominee holders of the Bonds (hereinafter referred to as the "Notice") accordingly. The Notice shall include the following information:***

- *Full corporate name of the Bond Issuer;***

- *Name of registration authority which made a resolution to declare the issue of the Bonds void;*
- *Name of the court, issue date of the court order declaring the issue of the Bonds invalid, effective date of the court order declaring the issue of the Bonds invalid;*
- *Full corporate name of the registrar, its postal address (if the register of registered securities is maintained by the registrar);*
- *Type, series, form of the Bonds, state registration number of the Bonds issue, and date of state registration;*
- *Date when the state registration of the Bonds issue was cancelled;*
- *Last name, name, patronymic (full corporate name) of the Bondowner;*
- *Residence address (postal address) of the Bondowner;*
- *Category of Bondowner (first and/or another acquirer);*
- *Number of the Bonds which shall be withdrawn from the owner with indication of type, category (form), series;*
- *Investment amount which must be refunded to the Bondowner;*
- *The procedure and timeframe for withdrawal of the Bonds from circulation and refund of the investment amount;*
- *A note prohibiting any transactions with the Bonds for the issue which was declared void or invalid;*
- *Address which shall be used to send a request for refund of the investment amounts and contact phones of the Issuer.*

*A form of the Bondowner's request for refund of investment amount shall be enclosed to the Notice.*

*Within 2 months after receipt of the official notice declaring the issue of the Bonds void or invalid, the Commission shall publish a message regarding the procedure for withdrawal of the Bonds from circulation and refund of investment amounts. This message shall be published in a printed periodical accessible for the majority of owners of the Bonds subject to withdrawal from circulation (in the news feed of Interfax information agency). Additionally, the information shall be posted on the web site - (<http://www.e-disclosure.ru/portal/company.aspx?id=35006>, <http://tbinvestproduction.ru>).*

*The request of the owner / nominee holder of the Bonds for refund of amounts used to acquire the Bonds shall include the following information:*

- *Last name, name, patronymic (full corporate name) of the Bondowner;*
- *Residence address (postal address) of the Bondowner;*
- *amount to be refunded to the Bondowner in rubles.*

*The request must be signed by the owner of the Bonds to be withdrawn from the Circulation or by a representative of this owner. If the request is signed by the representative of the Bondowner, documents which confirm the representative's authority shall be enclosed to the request.*

*The request for refund shall be sent to the Issuer by the Bondowners to be withdrawn within 10 days after receipt of the Notice by the Bondowner.*

*If the Bondowner does not agree with the amount to be refunded as specified in the Notice, the Bondowner may send the corresponding statement to the Issuer within the timeframe stipulated by this Clause. The statement shall specify the causes and grounds for disagreement of the Bondowner as well as the substantiating documents.*

*The Bondowner may submit a claim to the court to recover the amounts from the Issuer without prior submission of a statement of disagreement with the amount and terms of refund.*

*Within 10 days after receipt of statement of disagreement with the amount of refund from the Bondowner, the Commission shall review the statement and send a repeated notice to the Bondowner.*

*If the Bondowner does not agree with the terms of the investment amount refund stipulated by the repeated notice, the Bondowner has the right to submit a claim to the court to recover the amounts from the Issuer in accordance with the Russian Federation laws.*

*After withdrawal of the Bonds from circulation, the Issuer shall refund the amounts to the Bondowners. The timeframe for refund may not exceed 1 month.*

*The refund shall be performed by transfer to the Bondowner's account or in any other manner as stipulated by the Russian Federation laws or the agreement between the Issuer and the Bondowner.*

Information on credit organizations (paying agents) which are planned to be engaged to refund the investment amounts to the securities owners in case the issue of securities is declared void or invalid:

Full name: *Non-Bank Credit Organization Closed Joint-Stock Company National Settlement Depository*  
Short corporate name: *NCO CJSC NSD*  
Location: *12 Spartakovskaya St., Moscow*

*The method and the procedure for refund of the amounts in other cases defined by the Russian Federation laws are similar to the above procedure for refund of the amounts in case the issue is declared void or invalid, unless another method and/or procedure is stipulated by the laws or other regulatory legal acts.*

Consequences of non-performance or improper performance of the Issuer's obligations to refund the amounts received as payment for the placed securities and penalties to be applied to the Issuer:

*In case of non-performance or improper performance of the Issuer's obligations to refund the amounts received as payment for the placed Bonds, simultaneously with the payment of delayed amounts, the Issuer shall pay interest to the Bondowners in accordance with article 395 of the Russian Federation Civil Code. There is no other significant information on the methods and refund of amounts received as payment for the Bonds to be placed.*

## **X. Additional information on the Issuer and equity securities placed by the Issuer**

### **10.1. Additional information on the Issuer**

#### **10.1.1. Information on the amount, the structure of the authorized (pooled) capital (unit fund) of the Issuer**

The size of the authorized (pooled) capital (unit fund) of the Issuer on the securities prospectus approval date: *One hundred thousand (100,000) rubles*

Size of member shares:

Full corporate name: *VERDANIGHT TRADING LIMITED*

Interest of the Issuer's member in the authorized (pooled) capital (unit fund) of the Issuer: *100%*

#### **10.1.2. Information on change in the amount of the authorized pooled) capital (unit fund) of the Issuer**

*The amount of the Issuer's authorized capital has not changed from the date of the Issuer's state registration to the Prospectus approval date.*

#### **10.1.3. Information on formation and use of the reserve fund and other Issuer's funds**

*No reserve fund or other funds formed on account of the Issuer's net profit were established.*

#### **10.1.4. Information on the procedure followed for convocation of the Issuer's supreme management body**

Name of the Issuer's supreme management body: *General meeting of members*

Procedure to be followed to notify the shareholders (members) about the meeting of the Issuer's supreme management body:

*In accordance with Clause 10.10. of the Issuer's Articles of Association, the Members shall be notified about the date, place, and agenda of the General Meeting by the Director General. The Director General shall send a notice of the meeting or another event, the draft resolution and agenda to each Member at least 30 days prior to the commencement of the meeting, event. The notice of the annual General Meeting and the Extraordinary General Meetings with the agenda covering the matters of exclusive competence shall be sent by mail with acknowledgement of receipt.*

The persons (bodies) entitled to convene (request convocation) of extraordinary meeting of the Issuer's supreme management body and the procedure for sending (submission) of such requests:

*In accordance with Clause 10.6. of the Issuer's Articles of Association, the Extraordinary General Meeting of the Company's Members shall be convened upon the initiative of the Director General, Company auditor, and the Company Members jointly holding at least one tenth of the total votes held by the Company Members.*

*The procedure for sending (submission) of such requests shall be determined in accordance with the Federal Law On Limited Liability Companies.*

The procedure for determination of the meeting date for the Issuer's supreme management body:

*In accordance with Clause 10.5. of the Issuer's Articles of Association, the Company shall hold the annual General Meeting once a year not earlier than two months and not later than six months after completion of the financial year.*

*Unless otherwise stipulated by the Articles of Association, the procedure for determination of the date for the general meeting of the Issuer's members shall be in accordance with the Federal Law On Limited Liability Companies.*

Persons entitled to make proposals regarding the agenda for the meeting of the Issuer's supreme management body and the procedure for making such proposals:

*In accordance with Clause 10.10 of the Issuer's Articles of Association, the Member may make proposals regarding the meeting agenda at least 15 days prior to the meeting.*

*In accordance with Clause 2, art. 36 of the Federal Law On Limited Liability Companies, any company's member may make proposals for inclusion of additional items into the agenda of the general meeting of the company's members at least fifteen days prior to the meeting. Additional items, excluding the matters which are outside the scope of competence vested in the general meeting of the company's members or do not conform to the requirements of federal laws, shall be included into the agenda of the general meeting of the company's members. The authority or persons convening the general meeting of the company's members may not amend the wording of additional items proposed for inclusion into the agenda of the general meeting of the company's members. If following the proposal of the company's members, the initial agenda of the general meeting of the company's members is amended, the body or person convening the general meeting of the company's members must notify all company's members about the amendments to the agenda at least ten days prior to the meeting date in a manner as stipulated by Clause 1, art. 36 of the Federal Law On Limited Liability Companies.*

The persons entitled to have access to the information (materials) provided for preparation and holding the meeting of the Issuer's supreme management body and the procedure for accessing this information (materials).

*In accordance with Clause 3, art. 36 of the Federal Law On Limited Liability Companies, the information and materials which must be made available to the company's members in the course of preparation of the general meeting of the company's members shall include: the company's annual report, the opinion of the company's internal audit committee (internal auditor) and the opinion of the auditor following the review of annual reports and annual balance sheets of the company, information on the candidate(s) to the company's executive bodies, the company's board of directors (supervisory board), and the company's internal audit committee (internal auditor), draft revisions and additions to be introduced into the company's articles of association or draft articles of association of the company in the new revision, draft internal documents of the company as well as other information (materials) as required by the company's articles of association.*

*Unless another procedure for granting access to the company's members to the information and materials is stipulated by the company's articles of association, the body or persons convening the general meeting of the company's members must send information and materials to the members together with the notice of the general meeting of the company's members; if the agenda is amended, the corresponding information and materials shall be sent jointly with the notice of amendment.*

*The above information and materials shall be made available to all company's members for familiarization at the premises of the company's executive body within thirty days before the date of the general meeting of the company's members. At the request of the company's member, the company must provide the copies of the above documents. The payment charged by the company for provision of such copies may not exceed the cost of their production.*

The procedure to be followed to declare (communicate to the Issuer's shareholders (members)) the resolutions made by the issuer's supreme management body and the voting results:

*In accordance with Clause 6, art. 37 of the Federal Law On Limited Liability Companies, within ten days after preparation of the minutes of the general meeting of the Issuer's members, the executive body of the Issuer or another person in charge of preparation of these minutes must send a copy of the minutes of the general meeting of the Issuer members to all company's members in compliance with the procedure established for notification about the general meeting of the Issuer's members.*

**10.1.5. Information on commercial companies where the Issuer holds at least 5 percent of the authorized (pooled) capital (unit fund) or at least 5 percent of the ordinary shares**

*As of the Prospectus approval date, the Issuer has no investments into the authorized (pooled) capitals (unit funds) or ordinary shares.*

**10.1.6. Information on major transactions settled by the Issuer**

*From the establishment date to the Prospectus approval date, the Issuer settled no major transactions.*

#### **10.1.7. Information on the Issuer's credit ratings**

*No credit ratings were assigned to the Issuer and its securities.*

#### **10.2. Information on each category (type) of Issuer's shares**

*no information is specified because the Issuer is not a joint-stock company.*

#### **10.3. Information on prior issues of equity securities by the Issuer, excluding the shares of the Issuer**

*No such issues.*

#### **10.4. Information on the person(s) that granted security for the Issuer's secured bonds and terms of performance of obligations in connection with the Issuer's secured bonds**

*The Issuer did not issue any secured bonds.*

#### **10.5. Information on organizations which record titles to the Issuer's equity securities**

*The Issuer is not a joint-stock company or issuer of registered securities. There are no certificated securities of the Issuer subject to mandatory centralized safekeeping in circulation.*

#### **10.6. Information on legal acts regulating import and export of the capital which may have impact on payment of dividends, interest, and other payments to non-residents**

- *Russian Federation Civil Code (part one), No. 51-FZ dated 30/11/1994, as modified and amended from time to time;*
- *Russian Federation Tax Code - part one, No. 146-FZ dated 31/7/1998; and part two, No. 117-FZ dated 5/8/2000 as modified and amended from time to time;*
- *Russian Federation Administrative Offence Code (RF AOC), No. 195-FZ dated 30/12/2001, as modified and amended from time to time;*
- *Russian Federation Tax Code, No. 61-FZ dated 28/5/2003, as modified and amended from time to time;*
- *Federal Law On Currency Regulation and Currency Control No. 173-FZ dated 10/12/2003, as modified and amended from time to time;*
- *Federal Law No. 46-FZ dated 5/3/1999 On Protection of Rights and Legal Interests of Investors on Securities Market, as modified and amended from time to time;*
- *Federal Law No. 160-FZ dated 9/7/1999 On Foreign Investments in Russian Federation, as modified and amended from time to time;*
- *Federal Law On Securities Market No. 39-FZ dated 22/4/1996, as modified and amended from time to time;*
- *Federal Law On the Central Bank of the Russian Federation (Bank of Russia) No. 86-FZ dated 10/7/2002, as modified and amended from time to time;*
- *Federal Law On Counteraction of Legitimization (Laundering) of Proceeds of Crime and Financing of Terrorism No. 115-FZ dated 7/8/2001, as modified and amended from time to time;*
- *Federal Law On Investment Activities in Russian Federation Performed in the Form of Foreign Capital Investments No. 39-FZ dated 25/2/1999, as modified and amended from time to time;*
- *Federal Law No. 57-FZ dated 29/4/2008 On Procedure for Foreign Investment in Business Companies Which are of Strategic Importance for National Defence and State Security, as modified and amended from time to time;*
- *Federal Law No. 115-FZ dated 25/7/2002 On Legal Status of Foreign Citizens in the Russian Federation, as modified and amended from time to time;*
- *Federal Law No. 127-FZ dated 26/10/2002 On Insolvency (Bankruptcy), as modified and amended from time to time;*
- *International treaties of the Russian Federation for avoidance of double taxation;*
- *Other legal acts.*

## **10.7. Description of tax terms applicable to the yield on equity securities placed or to be placed by the Issuer**

This section of the Securities Prospectus describes the tax effects in connection with the bond acquirement, receipt of interest income, and sale of bonds (another type of retirement).

The corresponding tax effects are described with consideration of amendments introduced into the Russian Federation Tax Code (hereinafter referred to as the "RF TC") by Federal Laws No. 306-FZ dated 2/11/2013 and No. 420-FZ dated 28/12/2013 which come into effect gradually during the period from 1/1/2014 to 1/1/2016.

The following terms shall be used below to describe the specified tax effects:

1) Non-resident owner:

- an individual who actually stays in the Russian Federation for less than One hundred eighty three (183) calendar days over the Twelve (12) consecutive months (without consideration of trips outside the Russian Federation for less than Six (6) months for the purpose of education or medical treatment) (hereinafter referred to as the "Non-resident owner (individual)"). The departure and arrival days shall be included when determining the total number of days when the individual stayed in the Russian Federation. The tax status of the individual which determines the tax terms to be applied to the individual's revenues shall be established for each specific date of revenue receipt. The final tax status of the individual shall be established in accordance with the results of the tax period based on the actual time the individual stayed in the Russian Federation during the corresponding tax period (calendar year);
- legal entity or organization created and/or established in accordance with the law of foreign states which acquires, owns and disposes of the bonds otherwise than through the permanent representative office in the Russian Federation (hereinafter referred to as the "Non-resident owner (legal entity)").

2) Resident owner (Resident owner (individual), Resident owner (legal entity) means, respectively, an individual, legal entity, organization which are not Non-resident owners in accordance with the definition above.

If the resident owner (individual) is simultaneously recognized as a tax resident of another state and for the purposes of the applicable tax treaty for avoidance of double taxation between the Russian Federation and the corresponding foreign state (hereinafter referred to as the "tax treaty"), this individual will only be considered a tax resident of a foreign state, the revenue paid to the individual from the sources in the Russian Federation shall be subject to personal income tax (hereinafter referred to as the "PIT") in accordance with the general norms established by the RF TC for the Russian Federation tax residents, i.e. without consideration of the tax treaty provisions. In this case such individuals may submit applications for tax relief to the Russian tax authorities under the tax treaties in accordance with the procedure described below (see the Procedure for Obtaining Tax Relief under Tax Treaties).

The tax effects are described below with consideration of the Russian Federation federal laws on taxes and levies as applicable on the approval date of this Securities Prospectus, unless specifically indicated otherwise. Please note that the Russian Federation laws on taxes and levies may be amended and such amendments may have retroactive force.

The analysis below does not include any comments regarding the possibility and the procedure for obtaining the tax relief for the yield on the bonds in accordance with the specified tax treaties between the Russian Federation and certain states. This section does not consider the tax effects which occur in other jurisdictions in connection with the bond acquirement, holding, and disposal (another form of retirement).

Please note that the description below is general and does not take into account the specific actual and/or legal circumstances which may impact the tax effects arising for the bondowners. The Issuer recommends that the potential bondowners should refer to their own tax consultants to obtain a detailed opinion regarding the tax circumstances in connection with the bond acquirement, holding, and disposal (another form of retirement) as well as receipt of coupon yield on the bonds with consideration of specific circumstances which are relevant for such owners.

### **TAXATION OF YIELD ON THE EQUITY SECURITIES TO BE PLACED BY THE ISSUER – INTEREST-BEARING DOCUMENTARY NON-CONVERTIBLE BONDS OF THE ISSUER PAYABLE TO BEARER (hereinafter referred to in this section as the "Bonds")**

#### ***TAXATION OF INDIVIDUALS***

##### ***Taxation upon acquirement of the Bonds***

Acquirement of the Bonds by the Resident owners (individuals) or Non-resident owners (individuals) may be considered as a tax event in accordance with the provisions of the RF TC if the Bonds are acquired at the price lower than the market value with consideration of the market value fluctuation limits calculated in accordance with the rules as defined by the special procedure for determination of securities market value for the purpose of taxation. For the purpose of the PIT, the positive difference between the market value of the Bonds and the costs of their acquirement shall be considered taxable financial benefit.

In relation to the securities circulating in the organized Russian Federation market, the market value fluctuation limits shall be determined as deviation from the calculated market value towards decrease or increase to the minimum or maximum (accordingly) value of transactions with the security performed in the framework of trading of the trading organizer on the securities market.

The above effects may be caused by acquirement of the Bonds at a discount on the over-the-counter market if the Bonds acquirement price with discount is lower than the low limit of the market interval.

If the acquiring individual acquired the Bonds at a discount in the framework of relations with an organization and thus obtained revenues in the form of financial benefit, this organization shall be considered a tax agent which must calculate and withhold the PIT from the corresponding individual.

However, it should be noted that when the revenues are received in the form of financial benefit, no payments are made to the individual taxpayer and there is no actual possibility to withhold and pay taxes on these revenues (except where the tax authority makes other payments in favor of the individual over the tax period and the tax accrued on the revenues in the form of financial benefit can be withheld from such payments). In this case, within one month after completion of the tax period, the tax agent must inform the individual (Bondowner) and the tax authority at its registration location about absence of possibility to withhold the tax and the tax amount.

If the PIT was not withheld by the tax agent, the Bondowners (individuals) must calculate and pay taxes in accordance with the general rule by 15 July of the year following the expired tax period based on the tax return submitted to the Russian tax authorities by 30 April.<sup>3</sup>

#### *Taxation of Resident Owners (individuals)*

The revenues of the Resident owners (individuals) in the form of financial benefit shall be subject to the PIT at the rate of Thirteen (13) percent.

#### *Taxation of Non-Resident Owners (individuals)*

The RF TC does not contain any provisions on how to determine the source of the individual's revenues in the form of financial benefit; at the same time, considering that the Bonds shall be acquired in the Russian Federation, there are grounds to suggest that such revenues may be considered the revenues from the sources in the Russian Federation. The Russian tax authorities may use different approaches to determine the source of financial benefit obtained by the individuals (e.g., they may consider such criteria as place of Bonds acquirement transaction, location of the Issuer or the seller of the Bonds, etc.).

The revenues of the Non-resident owners (individuals) in the form of financial benefit shall be subject to the PIT at the rate of Thirty (30) percent.

The revenues of the Non-resident owners (individuals) in the form of financial benefit may be exempt from taxes in the Russian Federation or subject to a preferential rate in accordance with the applicable tax treaty. However, the practical application of the corresponding preferential treatment can be difficult.

#### ***Taxes on revenues of Bondowners (individuals) from sale of the Bonds and interest (coupon) yield on the Bonds***

The revenues of Bondowners (individuals) from sale of the Bonds and interest (coupon) yield on the Bonds shall be subject to the PIT.

The sales revenues can be reduced by the amount of documented costs incurred by the Bondowners (individuals) in connection with the acquirement, sale, and safekeeping of the Bonds (including, e.g., the costs of compensation paid to the professional securities trader, amounts of interest yield accrued paid upon acquirement of the Bonds). The FIFO methods shall be used to attribute the value of the Bonds to the costs.

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<sup>3</sup> Specific requirements to foreign individuals upon termination of their revenues and departure from the Russian Federation.

The financial result for the Bonds circulating and non-circulating on the securities market shall be determined separately. The following rule becomes applicable from 1/1/2015: the financial result for operations recorded on the individual investment account shall also be determined separately from the financial result for other operations.

The broker, trustee which performs operations with the Bonds in the interests of the taxpayer, a depository which pays the yield on the Bonds to the taxpayer (including those recorded on the securities account of a foreign nominee holder, the securities account of a foreign authorized holder and/or securities account of depository programs), a trustee being the professional securities trader on the Bonds acquirement date shall be considered tax agents in relation to the revenues paid to the taxpayer in connection with the Bonds recorded on the personal account or securities account of this trustee.

If acquirement of the Bonds results in revenues in the form of financial benefit and the corresponding tax amounts are paid, both the amount of financial benefit and the amount of tax paid must be taken into account as costs when selling the Bonds.

The tax agent shall pay the withheld tax within one month after the earlier of the following dates: i) the closing date of the corresponding tax period, ii) expiration date of the contract with the latest commencement date which was used as the grounds for revenue payment, iii) the amount payment date.

If the taxes cannot be withheld, the tax agent shall submit a written notice to the tax authority at its registration location about absence of possibility to withhold the taxes and the amount payable by the corresponding Bondowner (individual) on the earlier of the following dates:

- before 1 March of the year following the expired tax period, or
- before expiration of one month after termination of the contract with the latest commencement date which was used as the grounds for revenue payment by the tax agent.

In this case the Bondowners (individuals) must calculate and pay the taxes directly in accordance with the general rule by 15 July of the year following the tax period based on the tax return submitted to the Russian tax authorities by 30 April.

If such revenues are received from the persons other than the tax agents, the taxes shall also be calculated and paid by the Bondowners (individuals) directly based on the tax return submitted to the Russian tax authorities.

In relation to the Bonds which are recorded on the securities account of a foreign nominee holder, the securities account of a foreign authorized holder and/or the securities account of depository programs, the tax amount shall be calculated and withheld by the tax agent (depository) based on summarized information on the persons exercising their rights attached to the Bonds or securities of a foreign issuer which certify the rights in relation to the Bonds or persons in whose interests such rights are exercised by the trustees.

The summarized information on the persons exercising the rights attached to the Bonds or the persons in whose interests the trustee exercises the rights attached to the Bonds must contain data on the number of the Bonds (or securities of a foreign issuer which certify the rights in relation to the Bonds) with indications of states where the persons exercising the rights attached to the securities (in relation of whom such rights are exercised) have the status of a tax resident; subject to any tax benefits for the yield on securities stipulated by the RF TC or the Russian Federation international treaty, the specified data shall be submitted to the tax agent with indication of grounds for application of such benefits.

If the specified information is not submitted to the tax agent in the full scope in accordance with the procedure, form, and timeframe required by the RF TC, in relation to yield on the Bonds, this tax agent must calculate and pay the tax at the tax rate of Thirty (30) percent (unless the yield on such securities is not subject to tax payments in accordance with the RF TC or the Russian Federation international treaty; such revenues shall be subject to tax payment at the rate of 0 percent or the tax agent shall not calculate and withhold the tax amount from such revenues in accordance with the RF TC).

#### *Taxation of Resident Owners (individuals)*

The revenues from the sale of the Bonds and interest yield on the Bonds received by the Resident Owners (individuals) shall be subject to the PIT at the rate of Thirteen (13) percent.

The amount of specified individual revenues subject to taxation may be reduced by the amount of losses incurred in connection with the operations with securities circulating in the organized securities market. If based on the results of the tax period, the operations with the Bonds and other securities circulating on the organized securities market delivered a negative financial result to the Resident owner, the corresponding loss amount may be carried over to the next Ten (10) tax periods and set off against the revenues which will be obtained by the resident owner due to operations with this category of securities in the subsequent periods.

Loss carryover shall be performed by the taxpayer directly by application of tax deductions specified by art. 220.1 of the RF TC.

The losses incurred through operations with the securities which are not circulated on the organized securities market may not be carried forward.

Art. 219.1 of the RF TC “Investments-related tax deductions” became effective from 1/1/2015; according to that article, when determining the tax base, the taxpayer – owner of marketable Bonds allowed for trading by the Russian trade organizer on the securities market (including the stock exchange) may benefit from the tax deduction in the amount of a positive financial result achieved in the tax period through the sale of such securities owned by the taxpayer for over three years in the amount up to 3,000,000 rubles for each full year when the Bonds were owned by the Bondowner.<sup>4</sup> These rules shall not be applicable to the sale (redemption) of securities recorded on the individual investment account.

In relation to the revenues obtained through the operations recorded on the individual investment account, an unlimited tax deduction is established in the amount of such revenues. The deduction shall be granted upon expiration of agreement on maintaining the individual investment account, provided that at least three years have expired after the taxpayer entered into the agreement on maintaining the individual investment account and subject to compliance with a number of additional terms established by the RF TC<sup>5</sup>.

It should be noted that in accordance with the direct stipulation of the RF TC (Clause 4, art. 210 of the RF TC), the right to such deductions (investment and loss carryover) shall be granted only to individual residents; their revenues from the sale of the Bonds shall be subject to tax payment at the rate of 13%.

#### *Taxation of Non-Resident Owners (individuals)*

The interest yield of Non-Resident Owners (individuals) shall be subject to the PIT as the revenues obtained from Russian sources.

The revenues of Non-Resident Owners (individuals) from the sale of Bonds shall also be subject to the PIT if such revenues are acknowledged as received from Russian sources. In accordance with the RF TC, when the securities are sold in the Russian Federation, the revenues shall be deemed received from the sources in the Russian Federation. At the same time, the term "sold in the Russian Federation" is not clearly defined and Russian tax authorities may apply various approaches to determine whether the sale of securities takes place in or outside the Russian Federation in a certain situation. Therefore, there is a risk that the revenues from the sale of the Bonds might be acknowledged as revenues from the sources in the RF.

The base rate of the PIT is Thirty (30) percent, but it can be decreased due to application of benefits under the corresponding tax treaty (see the Procedure for Obtaining Tax Relief under Tax Treaties).

The amounts of the above personal revenues subject to tax payment may be reduced by the amount of a negative financial result from the sale of securities of the same type (circulating or non-circulating on the organized securities market).

It should be noted that in case of non-residents, the amounts of revenues received from the sale of marketable securities cannot be decreased by the amount of losses incurred through the operations with marketable securities during the previous tax periods (such loss carryover is only possible for the revenues subject to 13% tax).

#### *Taxation of revenues from Bonds redemption*

In accordance with the RF TC, the amounts of redeemed nominal value of the Bonds shall be recognized as revenues of Bondowners (individuals) similar to the revenues from the sale of the Bonds.

The revenues received by the Bondowners (individuals) upon full redemption of the nominal value of the Bonds may be decreased by the cost of their acquirement (including the acquirement cost of the Bonds and other costs associated with acquirement and holding of the Bonds). Thus, the revenues can be received from the redemption of Bonds if the Bonds were acquired at a discount.

The depository making payments to redeem the nominal value of the Bonds shall not be considered the tax agent; in this case, the individuals shall pay taxes directly in accordance with the general rule by 15 July of the year following the expired tax period based on the declaration which shall be submitted to the Russian tax authorities by 30 April.

The Issuer recommends that the potential Bondowners should refer to their own tax consultants to obtain an opinion regarding the tax circumstances in connection with the taxation of revenues obtained through redemption of the Bonds' nominal value.

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<sup>4</sup> The corresponding rules shall be applied to the revenues obtained through the sale (redemption) of securities acquired after 1/1/2014.

<sup>5</sup> The agreement on maintaining the individual investment account must be executed after 1/1/2014.

### *Taxation of Resident Owners (individuals)*

The revenues of Resident Owners (individuals) obtained through redemption of the Bonds' nominal value and reduced by the corresponding costs shall be subject to the PIT at the rate of Thirteen (13) percent.

### *Taxation of Non-Resident Owners (individuals)*

The revenues of Non-Resident Owners (individuals) obtained through redemption of the Bonds' nominal value and reduced by the corresponding costs shall be subject to the PIT at the rate of Thirty (30) percent.

The revenues of Non-Resident Owners (individuals) obtained through redemption of the Bonds' nominal value may be subject to a preferential tax rate or be exempt from taxation in Russia in accordance with the provisions of the applicable tax treaties (see the Procedure for Obtaining Tax Relief under Tax Treaties).

## **TAXATION OF LEGAL ENTITIES**

### ***Taxation upon acquirement of the Bonds***

Acquirement of the Bonds by Resident Owners (legal entities) and Non-Resident Owners (legal entities) shall not give rise to any tax effects in the Russian Federation.

### ***Taxation of interest (coupon) yield on the Bonds***

#### *Taxation of Resident Owners (legal entities)*

The interest yield on the Bonds obtained by Resident Owners (legal entities) shall be subject to the corporate profit tax at the rate of Twenty (20) percent.

The taxes shall be paid by Resident Owners (legal entities) directly by 28 March of the year<sup>6</sup> following the expired tax period based on the tax returns submitted by them to the Russian tax authorities.

For the purpose of income tax, the interest yield on the Bonds shall be recorded by the Resident Owner (legal entity) at the end of the month of the corresponding reporting period regardless of the yield payment date specified by the Resolution authorising the issue of the Bonds. If the Bonds are redeemed during the calendar month, the revenues shall be recognized as received and shall be included into the corresponding revenues on the redemption date.

For the yield on the Bonds which are recorded on the securities account of a foreign nominee holder, the securities account of a foreign authorized holder and/or the securities account of depository programs, the taxes shall be withheld by the tax agent-depository.

The amount of taxes on such Bonds shall be calculated and withheld by the tax agent (depository) based on the summarized information on the persons exercising the rights to the Bonds or securities of a foreign issuer which certify the rights attached to the Bonds or persons in whose interests such rights are exercised by the trustees.

For the Bonds which are recorded on the securities account of a foreign authorized holder opened in the interests of a foreign investment fund (investment company) that are classified according to the personal law of such fund (company) as collective investment schemes, information on the corresponding foreign authorized holder shall be presented.

The summarized information on the organizations exercising the rights attached to the Bonds or the persons in whose interests the trustee exercises the rights attached to the Bonds must contain data on the number of the Bonds (or securities of a foreign issuer which certify the rights in relation to the Bonds) with indications of states where the organizations exercising the rights attached to the securities (in whose interests such rights are exercised) have the status of a tax resident; subject to any tax benefits for the yield on securities stipulated by the RF TC or the Russian Federation international treaty, the specified data shall be submitted to the tax agent with indication of grounds for application of such benefits.

If the specified information is not submitted to the tax agent in the full scope in accordance with the procedure, form, and timeframe required by the RF TC, in relation to the yield on the Bonds, the tax agent must calculate and withhold the tax amount at the tax rate of Thirty (30) percent (unless the yield on the securities is not

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<sup>6</sup> The advance payments shall be paid during the tax period in accordance with the procedure stipulated by the RF TC.

subject to tax payments in accordance with the RF TC; such revenues shall be subject to tax payment at the rate of Zero (0) percent or the tax agent shall not calculate and withhold the tax amount from such revenues in accordance with the RF TC).

#### *Taxation of Non-Resident Owners (legal entities)*

The interest yield obtained by Non-Resident Owners (legal entities) shall be recognized as the revenues from the sources in the Russian Federation and shall be subject to withholding tax at the rate of Twenty (20) percent.

The applicable tax rate for Non-Resident Owners (legal entities) may be reduced (in a number of cases to Zero (0) percent) in accordance with the applicable tax treaties (see the Procedure for Obtaining Tax Relief under Tax Treaties).

In accordance with the general rule, in relation to the yield on the Bonds, a Russian company paying the revenues to Non-Resident Owners (legal entities) shall be considered the tax agent. For the yield on the Bonds which are recorded on the securities account of a foreign nominee holder, the securities account of a foreign authorized holder and/or the securities account of depository programs, the taxes shall be withheld by the tax agent-depository in accordance with the procedure described above for Resident Owners (legal entities).

The Issuer recommends that the potential Bondowners (legal entities) should refer to their own tax consultants to obtain the specific details of taxation of interest yield on the Bonds as well as application of the corresponding tax treaties.

#### ***Taxation of revenues from sale (redemption or another form of retirement) of the Bonds***

##### *Taxation of Resident Owners (legal entities)*

The applicable tax rate for the revenues of Resident Owners (legal entities) obtained through sale (redemption or another form of retirement) of the Bonds shall be Twenty (20) percent.

The taxes shall be paid by Resident Owners (legal entities) directly by 28 March of the year<sup>7</sup> following the expired tax period based on the tax returns submitted by them to the Russian tax authorities.

The tax base shall be determined as the positive difference between the selling (redemption or another form of retirement) price of the Bonds and the acquirement price of the Bonds (with consideration of documented costs associated with acquirement and sale of the Bonds); the tax base of Resident Owners (legal entities) shall not include the amounts of interest yield which were recorded for the taxation purposes earlier.

The Bonds acquirement price and selling price (subject to compliance with the criteria as required to qualify the Bonds as securities circulating on the organized securities market) must be within the interval between the minimum and maximum prices of transactions with the Bonds registered by the trade organizer on the securities market on the date of corresponding transactions. If the acquirement (selling) price of the Bonds shifts towards increase (decrease) from the maximum (minimum) price, the acquirement costs (revenues from sale) of the Bonds shall be determined for the taxation purposes based on such maximum (minimum) prices.

The Bonds price shall be expensed in accordance with the FIFO method or based on unit price.

The acquirement price and selling price of the Bonds which are not circulated on the organized market shall be within the 20 percent deviation from the estimated value of such Bonds. If the non-circulating Bonds are sold at the price which deviates for over Twenty (20) percent towards increase or decrease from the estimated value, the maximum or minimum price within the limits of an allowable 20 percent deviation shall be assumed for the taxation purposes. The procedure for determination of the estimated value of non-circulating securities shall be established by the Central Bank of the Russian Federation.

Starting from 1/1/2015, when transactions with the Bonds are settled via a Russian or a foreign trade organizer, the actual price of the Bonds selling (acquirement) or another retirement form shall be recognized for the taxation purposes.

If transactions with circulating Bonds are performed without involvement of a Russian or a foreign trade organizer, similar to the currently effective rules, the actual price of the Bonds selling (acquirement) or another retirement form shall be within the interval between the minimum and maximum prices of transactions with the Bonds registered by the trade organizer on the securities market on the date of the corresponding transactions. If the Bonds are sold at the price lower (higher) than the minimum (maximum) price of transactions on the organized market, the minimum (maximum) price of a transaction on the organized

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<sup>7</sup> The advance payments shall be paid during the tax period in accordance with the procedure stipulated by the RF TC.

securities market shall be taken into account when determining the financial result. If the sole transaction is settled on the organized securities market, the Bonds selling (acquisition) price shall correspond to the price of this sole transaction.

Additionally, starting from 1/1/2015, if the Bonds are acquired upon placement and if the first offering after placement is made to an unlimited number of persons, including through the broker which delivers services in connection with this offer, the actual price of the Bonds acquisition shall be recognized as the market price for the taxation purposes.

Starting from 1/1/2016, the above provisions regarding determination of the prices for transactions with the Bonds shall be applied only to the transactions which are recognized as controlled transactions in accordance with section V.1 of the RF TC. Only in this case the transaction price shall be determined in accordance with the above rules (alternatively, in certain cases strictly defined by art. 280 of the RF TC, the taxpayer may apply the estimated transaction price to the circulating securities in accordance with the methods defined by chapter 14.3 of the RF TC).

Regarding the transactions which are not recognized as controlled, the actual price of such transactions shall be applied for the taxation purposes.

Currently, the tax base for transactions with securities shall be determined individually for Resident Owners (legal entities) which are not professional securities traders performing dealer activities. The tax base for operations with securities circulating in the organized securities market shall be determined separately from the tax base for operations with securities which are not circulating in the organized securities market.

Based on the above, if the Bonds are classified as securities circulating in the organized securities market for the taxation purposes, the losses incurred by Resident Owners (legal entities) through operations with the Bonds may be set off or carried forward against the revenues from sale (another retirements form) of the Bonds or other securities circulating in the organized market. If the Bonds are classified as non-circulating securities, such losses may be accounted (carried over) against the revenues from sale of non-circulating securities.

The losses may be carried forward within Ten (10) years following the tax period when such losses were incurred.

The Russian law on taxes and levies stipulates special taxation rules in relation to Resident Owners (legal entities) being professional securities traders which perform dealer activities. Thus, the corresponding categories of taxpayers shall record the revenues (losses) from operations with circulating and non-circulating securities in the common tax base.

Starting from 1/1/2015, the revenues (losses) from operations with the Bonds (subject to compliance with the criteria as required to qualify the Bonds as securities circulating on the organized securities market) shall be included in the common tax base.

If the Bonds are classified as non-circulating securities for the taxation purposes, the tax base for such operations and operations with non-circulating financial instruments of forward transactions shall be determined separately from the common tax base. Losses determined with consideration of all revenues (costs) which form the common tax base may be used to reduce the tax base (revenues) for operations with non-circulating securities and non-circulating financial instruments of forward transactions. Losses from operations with non-circulating securities and non-circulating financial instruments of forward transactions shall not decrease the common tax base (revenues).

The following procedure is used for determination of tax base by professional securities traders, trade organizers, stock exchanges, management companies, and clearing organizations which perform the functions of the central counterparty: these categories of taxpayers shall reduce the common tax base by the amount of losses incurred through the operations with non-circulating securities and non-circulating financial instruments of forward transactions.

Upon liquidation of the Issuer, the losses in the form of actually incurred costs for acquisition of the Bonds shall be accounted for in the full volume on the Issuer's liquidation date and shall increase by the amount of accrued interest (coupon) yield which was recorded earlier when determining the tax base but was not actually received due to liquidation of the Issuer, unless a bad debt reserve was created for it, and shall be accounted for when determining the tax base in which the corresponding accrued interest (coupon) yield was accounted.

Losses in connection with completed transactions with circulating Bonds which were incurred by their owners (excluding the professional securities traders, trade organizers, stock exchanges, managing companies, and clearing organizations which perform the functions of the central counterparty) before 31/12/2014 (inclusive) and were not accounted for earlier when determining the tax base shall decrease the common tax base in the corresponding reporting (tax) periods starting from 1/1/2015, but not more than for Twenty (20) percent of the initial amount of such losses determined as of 31/12/2014, annually until 1/1/2025.

Such losses in connection with completed transactions with the Bonds which were incurred by professional securities traders not involved into the dealer activities, trade organizers, stock exchanges, managing companies, and clearing organizations that perform the functions of the central counterparty shall decrease the common tax base in the corresponding reporting (tax) periods in accordance with the general rules for loss carry forward as established by the RF TC starting from 1/1/2015.

#### *Taxation of Non-Resident Owners (legal entities)*

The revenues from sale (or another retirement form) of the Bonds by Non-Resident Owners (legal entities) shall not be recognized as revenues from the Russian Federation sources and shall not be subject to the withholding tax in the Russian Federation.

At the same time, regarding the interest yield accrued by the Non-Resident Owners (legal entities) during the period when they held the Bonds, there is a risk that such revenues received upon the sale of the Bonds shall be subject to the withholding tax in the RF (including if the Bonds are sold with loss) at the tax rate established for the interest yield on the Bonds (see Taxation of interest (coupon) yield on the Bonds); this tax rate may be reduced (in certain cases, to Zero (0) percent) in accordance with the applicable tax treaty (see the Procedure for Obtaining Tax Relief under Tax Treaties).

#### ***Taxation of revenues in the form of discount obtained upon acquirement of the Bonds on the over-counter-market***

The discount obtained upon acquirement of the Bonds on the over-counter-market shall not form preliminarily declared revenues and may not be considered as interest yield on the Bonds for the purpose of profit tax. The corresponding revenues shall only be accounted for on the date when the revenues and costs of sale (redemption or another retirement form) of the Bonds are determined, unless otherwise stipulated by the rules for determination of the Bonds acquirement price, which become effective from 1/1/2015 (see Taxation of revenues from sale (redemption or another form of retirement) of the Bonds).

#### ***PROCEDURE FOR OBTAINING TAX RELIEF UNDER TAX TREATIES***

To reduce the Russian withholding tax or benefit from tax relief under the tax treaty for Non-Resident Owners receiving revenues from the Bonds, Non-Resident Owners or, in certain cases, other persons acting in the interests of the latter shall submit the corresponding documentation which conforms their eligibility under such treaties to the tax agent (person paying the revenues) or to the Russian tax authorities.

The potential Bondowners should refer to their own tax consultants regarding the specific details of tax treaty application.

#### *Non-Resident Owners (individuals)*

In accordance with the effective tax law, the decreased tax rate or tax relief in the Russian Federation shall not be applied to the revenues received by Non-Resident Owners (individuals) from the Bonds under the tax treaties when the personal income tax is withheld by tax agents without prior consent from the Russian tax authorities, except individual cases where the tax is withheld by the depository that pays the yield on securities to the taxpayer for the securities which are recorded on the securities account of a foreign nominee holder, the securities account of a foreign authorized holder and/or the securities account of depository programs.

Thus, in accordance with the general rule, Non-Resident Owners (individuals) shall submit to the Russian tax authorities a certificate or another document issued by the authorized bodies in the corresponding state to confirm the tax residence of these Non-Resident Owners (individuals) in the corresponding state in the calendar year of revenue payment. The Russian tax authorities may also request other documents. Therefore, in practice it can be difficult or impossible to obtain the preliminary confirmation of the possibility to apply a reduced or zero tax rate in accordance with the tax treaty for the revenues received by them from the sources in the Russian Federation.

The documents which confirm the right to preferential tax treatment shall be submitted to the tax authorities before 31 December of the year following the year when the revenue was received and for which the application of tax treaty is requested. Non-Resident Owners (individuals) may be asked to submit a tax return. In relation to the yield on the Bonds which are recorded on the securities account of a foreign nominee holder, the securities account of a foreign authorized holder and/or the securities account of depository programs, the

tax amount shall be calculated and withheld by the tax agent (depository) based on summarized information on the persons exercising their rights to the yield on the Bonds or securities of a foreign issuer which certify the rights in relation to the corresponding Russian securities or on the persons in whose interests such rights are exercised by the trustees.

This summarized information shall include, among other things, data on tax residency (states) of the persons exercising the rights in connection with the securities and, subject to availability of any benefits under the international treaty of the Russian Federation, shall specify the grounds for application of such benefits.

In this case the depository may apply the provisions of the international treaty when withholding the tax.

#### *Non-Resident Owners (legal entities)*

Prior to payment of yield on the Bonds, Non-Resident Owners (legal entities) shall submit to the person paying the yield an official confirmation stating that they are tax residents of the states which have tax treaties with Russia.

This confirmation shall be issued by the authorized bodies in the corresponding state, apostilled and translated into Russian and notarized and shall be submitted to the tax agent (person paying the yield) for each tax period in which the yield is paid to Non-Resident Owners (legal entities). In practice, the person paying the yield may request additional documents which confirm the rights of Non-residents to benefit from the reduced rate or tax relief as stipulated by the tax treaties.

Special rules for submission of information to the tax agent are applied to payment of yield on the securities which are recorded on the securities account of a foreign nominee holder, securities account of a foreign authorized holder and/or the securities account of depository programs.

These rules are fully identical to the rules described in this subsection for the individuals. The depository shall withhold the tax in accordance with the international treaties. Further, the documents confirming the tax residency of revenue recipients may be requested by the tax authority from the depository.

#### **TAX REFUND**

Refund of tax withheld in the Russian Federation may require significant time and may be associated with significant practical difficulties.

In practice, the Russian tax authorities may request a large number of documents which confirm the rights of Non-Resident Owners to benefit from the reduced tax rate or tax relief under the tax treaties.

#### *Non-Resident Owners (individuals)*

If the person paying yield on the Bonds to Non-Resident Owners (individuals) withheld the PIT but such Non-Resident Owners (individuals) had the right to benefit from the tax relief or reduced tax rate under the tax treaties, Non-Resident Owners (individuals) may submit to the tax agent or, if the latter is not available, to the Russian tax authorities a request for application of reduced tax rate or tax relief in the Russian Federation jointly with the documents which confirm their rights to preferential tax treatment under the tax treaty.

To confirm the right to preferential tax treatment under the tax treaties, this documentation shall be submitted during the year following the year in which the excessive tax was withheld and for which the request for application of reduced tax rate or tax relief under the tax treaty is submitted.

#### *Non-Resident Owners (legal entities)*

If the tax agent withheld the tax on the revenues received from the sources in the Russian Federation by Non-Resident Owners (legal entities) which might benefit from the preferential tax treatment under the tax treaty, within three years following the year in which the tax was withheld, such Non-Resident Owners (legal entities) may submit a request to the Russian tax authorities to refund the amount of excessively withheld tax jointly with the documents in accordance with the list defined by the RF TC.

#### **10.8. Information on dividends declared (accrued) and paid on the Issuer's shares and on yield on the Issuer's bonds**

*No information is specified because the Issuer is not a joint-stock company and did not issue any bonds.*

## 10.9. Other information

**1. The Bonds are circulated in accordance with the Resolution authorising the issue, Prospectus, and the applicable laws of the Russian Federation.**

**No limitations are defined in relation to the potential Bondowners.**

**Foreign companies and citizens of foreign states may acquire the Bonds in accordance with the applicable laws and regulations of the Russian Federation.**

**The Bonds are allowed for free circulation both on the stock exchange and over-the-counter market.**

**The Bonds shall be circulated on the stock exchange market with the exceptions established by the securities market trade organizers.**

**The Bonds shall be circulated on the over-the-counter market without limitations until the Bond Redemption Date.**

**2. On any day between the placement commencement date and the issuer redemption date, the amount of accrued coupon income (ACI) on the Bond shall be calculated using the following equation:**

The procedure for determination of the accrued coupon income on the Bonds:

$$ACI = C_j * Nom * (T - T(j-1)) / 365 / 100\%$$

where

***j* - sequential number of coupon period,  $j=1, 2, 3...10$ ;**

***ACI* – accrued coupon income, in rub.;**

***Nom* – nominal value of one Bond, rub.;**

***C<sub>j</sub>* - interest rate for the *j*-th coupon period, per cent per annum;**

***T(j-1)* – commencement date of *j*-th coupon period (for the first coupon period, *T(j-1)* is the commencement date of the Bond placement);**

***T* - calculation date of accrued coupon income within *j*-th coupon period.**

**The ACI shall be calculated accurate to one kopeck (rounding of the second decimal place shall be performed in accordance with the mathematical rounding rules): if the third decimal place is equal to 5 or higher, the second decimal place shall be increased by one; if the third decimal place is lower than 5, the second decimal place shall not change).**

**3. If on the date when the Issuer makes a resolution regarding events on the stages of the Bonds issue and circulation and other events described in the Resolution authorising the issue and the Prospectus, in accordance with the Russian Federation applicable laws and/or regulatory acts applicable to the financial markets another procedure and timeframe are established for the Issuer to make resolutions on the above events, different from the procedure and timeframe stipulated by the Resolution authorising the issue and the Prospectus, the resolutions on the above events shall be made by the Issuer in accordance with the procedure and timeframe stipulated by the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force on the date when the Issuer makes this resolution.**

**If on the date when information is disclosed on the events at the stages of the Bonds issue and circulation and other events described in the Resolution authorising the issue and the Prospectus, following the requirements of the applicable laws of the Russian Federation and/or regulatory acts in the field of financial markets, another procedure and timeframe for disclosure of information on the specified events are established (different from the procedure and timeframe specified in the Resolution authorising the issue and the Prospectus), the information on the specified events shall be disclosed in accordance with the procedure and timeframe stipulated by the Russian Federation laws and/or regulatory acts applicable to the financial markets which are in force as of the date of disclosure of information on the said events.**

**If on the date when certain actions are made in connection with the performance of the Issuer's obligation to redeem and/or redeem early and/or pay the yield, including determination of interest rate for the coupons, and/or default and/or technical default in connection with the Bonds, the Russian Federation applicable laws and/or regulatory acts applicable to the financial markets establish other terms and/or procedure and/or rules (requirements) and/or timeframe, different from those stipulated by the Resolution authorising the issue and the Prospectus but applicable to this issue of the Bonds in accordance with the date of its state registration, performance of the Issuer's obligation to redeem and/or redeem early and/or pay the yield, including determination of interest rate for the coupons, and/or default and/or technical default in connection with the Bonds, shall be in accordance with consideration of such requirements of the**

*Russian Federation applicable laws and/or regulatory acts applicable to the financial markets which are in effect on the date when the corresponding actions are made.*

*4. Information on names, locations, licenses, and other details of the companies (organizations) specified in the Resolution authorising the issue and the Prospectus are indicated in accordance with the revisions of the incorporation/association documents and/or other corresponding documents which are effective on the approval date of the Resolution authorising the issue and the Prospectus.*

*If case of any changes in the names, locations, licenses, and other details of the companies (organizations) specified in the Resolution authorising the issue and the Prospectus, this information shall be read with consideration of the corresponding changes.*