

Draft resolutions of the annual General shareholders meeting of the Company

1) To approve the annual report, annual accounts, including income statement (profit and loss account) of the Company for the year 2014.

To approve distribution of profit (including payment of dividends) of the Company following the results of the 2014 financial year:

Net profit of the Company (Form 2) 4,416,369,000 rubles.

The remuneration payable to the members of the Board of Directors (in accordance with the Regulation on payment of remunerations and compensations to members of the Board of Directors of OJSC MOSTOTREST approved by the resolution of the General shareholders meeting as of March 29, 2011)

33,992,658 rubles.

To distribute dividends 2,000,907,895 rubles.

To retain at the disposal of the Company 2,381,468,447 rubles.

To pay dividends on the ordinary shares of the Company for the year 2014 to the amount of 7.09 rubles per an ordinary share of the Company in money terms.

To set the date, as of which persons entitled to receive dividends are determined – May 25, 2015.

2) To elect the Board of Directors of the Company of 11 members from the following nominees:

1. Afanasenko Dmitry Fyodorovich
2. Vlasov Vladimir Nikolayevich
3. Dobrovolsky Leonid Yulievich
4. Yegorova Irina Leonidovna
5. Zhurba Maria Mikhailovna
6. Korsakov Vadim Olegovich
7. Koryashkin Georgy Alekseyevich
8. Makanova Irina Yurievna
9. Novozhilov Yury Viktorovich
10. Noskov Mikhail Vyacheslavovich
11. Toni Oleg Vilyamovich
12. Williams Alexander Arthur John
13. Shevchuk Aleksandr Viktorovich

3) To elect the Auditing Commission of the Company of 4 members from the following nominees:

1. Monastiryov Vladimir Veniaminovich
2. Nazaryan Gayane Yurievna
3. Nesterenko Anna Viktorovna
4. Frolov Dmitry Leonidovich

4) To approve the appointment of Audit Firm GROSS-AUDIT Co., Ltd. as the auditor of the Company for the RAS accounts.

5) To approve the appointment of JSC KPMG as the auditor of the Company for the IFRS accounts.

6) To approve the interested-party transaction(s) between the Company and OOO Transstroymekhanisatsiya, which may be effected in future in the normal course of business, on the following terms:

parties (beneficiaries) – PJSC MOSTOTREST, OOO Transstroymekhanisatsiya;

subject matter of the transaction(s) – works (services) carried out in the normal course of business of the parties: construction contract;

total transaction(s) ceiling – no more than 130,000,000,000 (One hundred thirty billion) rubles, including VAT.

7) To approve the interested-party transaction(s) between the Company and OJSC Mostostroy-11, which may be effected in future in the normal course of business, on the following terms:

parties (beneficiaries) – PJSC MOSTOTREST, OJSC Mostostroy-11;

subject matter of the transaction(s) – works (services) carried out in the normal course of business of the parties: construction contract;

total transaction(s) ceiling – no more than 1,200,000,000 (One billion two hundred million) rubles, including VAT.

The Director General of the Company informs the Board of Directors of any and all transactions effected and encloses concluded agreements and calculations of economic efficiency under effected transactions.

To approve the interested-party transaction(s) between the Company and United Toll Systems Limited Liability Company, which may be effected in future in the normal course of business, on the following terms:

parties (beneficiaries) – PJSC MOSTOTREST, United Toll Systems Limited Liability Company;

subject matter of the transaction(s) – works (services) carried out in the normal course of business of the parties: construction contract, works (services) to operate transportation infrastructure facilities, tolling systems;

total transaction(s) ceiling – no more than 6,000,000,000 (Six billion) rubles, including VAT.

9) To approve the interested-party transaction(s) between the Company and CJSC MTTs, which may be effected in future in the normal course of business, on the following terms:

1) parties (beneficiaries) – PJSC MOSTOTREST, CJSC MTTs;

subject matter of the transaction(s) – works (services) carried out in the normal course of business of the parties: construction contract, works (services) to operate transportation infrastructure;

total transaction(s) ceiling – no more than 8,500,000,000 (Eight billion five hundred million) rubles, including VAT;

2) parties (beneficiaries) – PJSC MOSTOTREST, CJSC MTTs;

subject matter of the transaction(s) – lease of real estate;

total transaction(s) ceiling – no more than 25,000,000 (Twenty-five million) rubles, including VAT.

10) To approve the transaction(s) between the Company and NWCC Ltd., which may be effected in future in the normal course of business, on the following terms:

2) parties (beneficiaries) – PJSC MOSTOTREST, NWCC Ltd.;

subject matter of the transaction(s) – works (services) carried out in the normal course of business of the parties: construction contract;

total transaction(s) ceiling – no more than 12,000,000,000 (Twelve billion) rubles, including VAT.

11) To approve the transaction(s) between the Company and OJSC Soyuzdorproekt, which may be effected in future in the normal course of business, on the following terms:

parties (beneficiaries) – PJSC MOSTOTREST, OJSC Soyuzdorproekt;

subject matter of the transaction(s) – works (services) carried out in the normal course of business of the parties: construction contract, works (services) to operate road infrastructure facility designing;

total transaction(s) ceiling – no more than 100,000,000 (One hundred million) rubles, including VAT;

The Director General of the Company informs the Board of Directors of any and all transactions effected and encloses concluded agreements and calculations of economic efficiency under effected transactions.