

**REPORT ON THE VOTING RETURNS
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
PJSC MOSTOTREST**

Full company name and principal place of business of the Company – Public Joint Stock Company MOSTOTREST, 6, Barklaya Street, bldg. 5, Moscow, 121087

Type of the General shareholders meeting – annual.

Form of the General shareholders meeting – meeting.

Date of the General shareholders meeting – Thursday, May 14, 2015.

Date for execution of the list of persons eligible to take part in the annual General shareholders meeting – April 13, 2015.

Venue of the meeting: 5, Amundsena Street, bldg. 2, Moscow (Conference hall of the Moscow territorial firm – Mostootryad-114).

Ballot committee:

Closed Joint Stock Company RDC PARITET, 12, 2nd Kozhevnichesky Pereulok, bldg. 2, Moscow, 115114.

Authorized persons of the registrar: N.M. Potapenko, M.N. Aleksandrova, G.E. Zavyalova

Chairman of the General meeting: Koryashkin Georgy Alekseyevich.

Secretary of the General meeting: Gennady Olegovich Bogatyryov.

Agenda of the General shareholders meeting:

1. On the approval of the annual report, annual accounts, including income statement of the Company (profit and loss account) and profit/loss distribution statement (including dividend payment (declaration) statement) of the Company following the results of the 2014 financial year.

2. On the election of the members of the Board of Directors of the Company.

3. On the election of the members of the Auditing Commission of the Company.

4. On the approval of the auditor of the Company for RAS compliant accounts.

5. On the approval of the auditor of the Company for IFRS compliant accounts.

6. On the approval of the interested-party transaction(s) between the Company and OOO Transstroymekhanisatsiya, which may be effected in future in the normal course of business.

7. On the approval of the interested-party transaction(s) between the Company and OJSC Mostostroy-11, which may be effected in future in the normal course of business.

8. On the approval of the interested-party transaction(s) between the Company and OOO OSSP, which may be effected in future in the normal course of business.

9. On the approval of the interested-party transaction(s) between the Company and CJSC MTTs, which may be effected in future in the normal course of business.

10. On the approval of the interested-party transaction(s) between the Company and NWCC Ltd., which may be effected in future in the normal course of business.

11. On the approval of the interested-party transaction(s) between the Company and OJSC Soyuzdorproekt, which may be effected in future in the normal course of business.

Agenda item 1. On the approval of the annual report, annual accounts, including income statement of the Company (profit and loss account) and profit/loss distribution statement (including dividend payment (declaration) statement) of the Company following the results of the 2014 financial year.

Total amount of votes held by the persons on the list of persons entitled to take part in the general shareholders meeting with respect to the said agenda item of the general meeting – 282,215,500.

Total amount of votes accounted for voting shares of the company that could be cast for the said agenda item of the general shareholders meeting determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons, who took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 105,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
251,974,378	99.40051	1,430	0.00056	1,412,449	0.55719

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 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 to the amount of 4,416,369,000 rubles as follows:

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.

Agenda item 2. On the election of the members of the Board of Directors of the Company.

Total amount of votes held by the persons on the list of persons entitled to take part in the general shareholders meeting with respect to the said agenda item of the general meeting – 3,104,370,500.

Total amount of votes accounted for voting shares of the company that could be cast for the said agenda item of the general shareholders meeting determined subject to provisions of Clause 4.20 of the Regulation* – 3,104,370,500.

Total amount of votes held by the persons, who took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 2,788,434,429, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 35,468,510.

The votes cast for the said agenda item have been distributed as follows:

#	Full name of the nominee	Votes
1	Afanasenko Dmitry Fyodorovich	364,441
2	Vlasov Vladimir Nikolayevich	223,301,644
3	Dobrovolsky Leonid Yulievich	222,911,454
4	Yegorova Irina Leonidovna	222,911,454
5	Zhurba Maria Mikhailovna	222,900,344
6	Korsakov Vadim Olegovich	223,420,355
7	Koryashkin Georgy Alekseyevich	222,911,344
8	Makanova Irina Yurievna	222,900,374
9	Novozhilov Yury Viktorovich	223,420,114
10	Noskov Mikhail Vyacheslavovich	221,400,115
11	Toni Oleg Vilyamsovich	223,459,714
12	Williams Alexander Arthur John	272,394,681
13	Shevchuk Aleksandr Viktorovich	250,511,122
14	NO	4,840
15	ABSTAIN	143,231

Wording of the resolution passed:

Resolution on the Agenda item 2: To elect the Board of Directors of the Company consisting of:

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

Agenda item 3. On the election of the members of the Auditing Commission of the Company.

Total amount of votes held by the persons on the list of persons entitled to take part in the general shareholders meeting with respect to the said agenda item of the general meeting – 282,215,500.

Total amount of votes accounted for voting shares of the company that could be cast for the said agenda item of the general shareholders meeting determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons, who took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Monastyryov Vladimir Veniaminovich

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 103,011.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
224,217,209	88.45068	1,430	0.00056	29,171,617	11.50781

THE RESOLUTION HAS BEEN PASSED.

Nazaryan Gayane Yurievna

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 103,011.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
225,408,503	88.92063	440	0.00017	27,981,313	11.03825

THE RESOLUTION HAS BEEN PASSED.

Nesterenko Anna Viktorovna

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid – 103,011.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
225,408,503	88.92063	440	0.00017	27,981,313	11.03825

THE RESOLUTION HAS BEEN PASSED.

Frolov Dmitry Leonidovich

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 103,011.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
225,408,513	88.92064	430	0.00017	27,981,313	11.03825

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 3:

To elect the Auditing Commission of the Company of 4 members, as follows:

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

Agenda item 4. On the approval of the auditor of the Company for RAS compliant accounts.

Total amount of votes held by the persons on the list of persons entitled to take part in the general shareholders meeting with respect to the said agenda item of the general meeting – 282,215,500.

Total amount of votes accounted for voting shares of the company that could be cast for the said agenda item of the general shareholders meeting determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons, who took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 47,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
237,996,500	93.88643	1,658,650	0.65432	13,791,107	5.44041

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 4: To approve the appointment of Audit Firm GROSS-AUDIT Co., Ltd. as the auditor of the Company for the RAS accounts.

Agenda item 5. On the approval of the auditor of the Company for IFRS compliant accounts.

Total amount of votes held by the persons on the list of persons entitled to take part in the general shareholders meeting with respect to the said agenda item of the general meeting – 282,215,500.

Total amount of votes accounted for voting shares of the company that could be cast for the said agenda item of the general shareholders meeting determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons, who took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 47,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
240,501,068	94.87445	1,658,660	0.65432	11,286,529	4.45238

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 5: To approve the appointment of JSC KPMG as the auditor of the Company for the IFRS accounts.

Agenda item 6. On the approval of the interested-party transaction(s) between the Company and OOO Transstroymekhanisatsiya, which may be effected in future in the normal course of business.

Total amount of votes held by all the persons on the list of persons entitled to take part in the general shareholders meeting, who had no interest in the transaction – 282,215,500.

Total amount of votes accounted for voting shares of the company held by the persons, who had no interest in the company's transaction, determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons with respect to the said agenda item, who had no interest in the company's transaction and took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 53,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
239,654,840	84.91909	430	0.00015	3,937,027	1.39504

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

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

parties (beneficiaries) – PJSC MOSTOTREST, OOO Transstroyekhanisatsiya;
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.

Agenda item 7. On the approval of the interested-party transaction(s) between the Company and OJSC Mostostroy-11, which may be effected in future in the normal course of business.

Total amount of votes held by all the persons on the list of persons entitled to take part in the general shareholders meeting, who had no interest in the transaction – 282,215,500.

Total amount of votes accounted for voting shares of the company held by the persons, who had no interest in the company's transaction, determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons with respect to the said agenda item, who had no interest in the company's transaction and took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 47,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
239,651,190	84.91780	2,505,008	0.88762	1,442,099	0.51099

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 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.

Agenda item 8. *On the approval of the interested-party transaction(s) between the Company and OOO OSSP, which may be effected in future in the normal course of business.*

Total amount of votes held by all the persons on the list of persons entitled to take part in the general shareholders meeting, who had no interest in the transaction – 282,215,500.

Total amount of votes accounted for voting shares of the company held by the persons, who had no interest in the company's transaction, determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons with respect to the said agenda item, who had no interest in the company's transaction and took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 53,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
242,157,408	85.80585	440	0.00016	1,434,449	0.50828

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 8: *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.

Agenda item 9. *On the approval of the interested-party transaction(s) between the Company and CJSC MTTs, which may be effected in future in the normal course of business.*

Total amount of votes held by all the persons on the list of persons entitled to take part in the general shareholders meeting, who had no interest in the transaction – 282,215,500.

Total amount of votes accounted for voting shares of the company held by the persons, who had no interest in the company's transaction, determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons with respect to the said agenda item, who had no interest in the company's transaction and took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 47,010.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
239,660,830	84.92121	440	0.00016	3,937,027	1.39504

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 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:

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;

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.

Agenda item 10. On the approval of the interested-party transaction(s) between the Company and NWCC Ltd., which may be effected in future in the normal course of business.

Total amount of votes held by all the persons on the list of persons entitled to take part in the general shareholders meeting, who had no interest in the transaction – 282,215,500.

Total amount of votes accounted for voting shares of the company held by the persons, who had no interest in the company's transaction, determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons with respect to the said agenda item, who had no interest in the company's transaction and took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 59,610.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
242,150,818	85.80351	430	0.00015	1,434,449	0.50828

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 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:

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.

Agenda item 11. On the approval of the interested-party transaction(s) between the Company and OJSC Soyuzdorproekt, which may be effected in future in the normal course of business.

Total amount of votes held by all the persons on the list of persons entitled to take part in the general shareholders meeting, who had no interest in the transaction – 282,215,500.

Total amount of votes accounted for voting shares of the company held by the persons, who had no interest in the company's transaction, determined subject to provisions of Clause 4.20 of the Regulation* – 282,215,500.

Total amount of votes held by the persons with respect to the said agenda item, who had no interest in the company's transaction and took part in the general shareholders meeting with respect to the said agenda item of the general meeting – 253,494,039, which makes up 89.82% of the total amount of votes.

The quorum for the said agenda item is present.

Total amount of votes cast for the said agenda item of the general meeting, which have not been counted as the voting ballots were declared invalid or which have not been counted for other reasons as set forth in the Regulation* – 53,640.

YES		NO		ABSTAIN	
Votes	%	Votes	%	Votes	%
239,654,200	84.91887	2,505,018	0.88763	1,432,449	0.50757

THE RESOLUTION HAS BEEN PASSED.

Wording of the resolution passed:

Resolution on the Agenda item 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.

* Order of the Federal Financial Markets Service of Russia #12-6/pz-n as of February 2, 2012 On the Approval of the Regulation on Additional Requirements for Preparation, Convention and Holding of the General Shareholders Meeting.

Chairman
of the annual General shareholders meeting
PJSC MOSTOTREST

G.A. Koryashkin

Secretary
of the annual General shareholders meeting
PJSC MOSTOTREST

G.O. Bogatyryov