

## Draft Resolutions of the Annual General Meeting of Shareholders of the Company

1) Approve the annual report and annual financial statements, including without limitation the profit and loss statement (financial results statement) of the Company for the 2013 financial year. Due to the Company's loss in the amount of 1,429,689,000 rubles not to distribute profit based on the financial results of the year.

2) Distribute profit for previous years in the amount of 7,567,789,000 rubles as follows:

Allocate for covering the Company's loss based on 2013 results – 1,411,626,000 rubles;

Allocate for paying out dividends to the Company's Shareholders – 2,000,907,895 rubles.

Allocate for remuneration to members of the Board of Directors – 16,100,000 rubles.

Reserve as retained profit: 4,139,155,105 rubles.

3) Pay out dividends on common stock of the Company in money terms in the amount of 7.09 rubles per share.

Fix a date by which a list of persons entitled to dividends shall be compiled: July 16, 2014.

4) Pay out remuneration to members of the Board of Directors, except for independent members of the Board of Directors qualified as per independence requirements in compliance with clause 3.12 of the Regulations for Convening and Holding of the Board of Directors Meetings of the Open Joint-Stock Company MOSTOTREST, and member of the Board of Directors being the General Director of the Company.

5) Appoint the Board of Directors of the Company consisting of eleven members, (select):

1. Vladimir Nikolayevich Vlasov
2. Leonid Yulievich Dobrovsky
3. Irina Leonidovna Egorova
4. Maria Mikhailovna Zhurba
5. Vadim Olegovich Korsakov
6. Georgiy Alekseevich Korjashkin
7. Denis Viktorovich Kulikov
8. Irina Yurievna Makanova
9. Yuri Viktorovich Novozhilov
10. Mikhail Vjacheslavovich Noskov
11. Oleg Viliamsovich Toni
12. Alexander Viktorovich Shevchuk

6) Appoint the Auditing Committee of the Company consisting of four members, namely:

1. Vladimir Veniaminovich Monastyrjov
2. Gajane Yurievna Nazarjan
3. Anna Viktorovna Nesterenko
4. Dmitry Leonidovich Frolov

7) Appoint the limited liability company Audit Firm GROSS-AUDIT as the Company's auditor with respect to financial statements prepared in compliance with the Russian Accounting Standards.

8) Appoint the closed joint-stock company KPMG as the Company's auditor with respect to financial statements prepared in compliance with the International Accounting Standards.

9) Approve the deal(s) in which there is interest, between the Company and Transstroymekhanizatsia LLC, that may have been closed in future in the regular course of business, under the following terms and conditions:

Parties (beneficiaries) are OJSC MOSTOTREST, Transstroymekhanizatsia LLC;

Subject of the deal(s) shall be the performance of works (provision of services) carried out in the regular course of the parties' business: a construction contract;

Total ceiling amount of the deal(s) shall not exceed 48,000,000,000 (Forty eight billion) rubles, VAT inclusive.

10) Approve the deal(s) in which there is interest, between the Company and OJSC Mostostroy-11, that may have been closed in future in the regular course of business, under the following terms and conditions:

The Parties (beneficiaries) are OJSC MOSTOTREST and OJSC Mostostroy-11;

Subject of the deal(s) shall be the performance of works (provision of services) carried out in the regular course of the parties' business: a construction contract;

Total ceiling amount of the deal(s) shall not exceed 2,400,000,000 (Two billion four hundred million) rubles, VAT inclusive.

The General Director of the Company shall inform the Board of Directors of the implemented deals and provide them with the executed agreements as well as the estimation of the economic efficiency of these deals.

11) Approve the deal(s) in which there is interest, between the Company and OSSP LLC, that may have been closed in future in the regular course of business, under the following terms and conditions:

The parties (beneficiaries) are OJSC MOSTOTREST and OSSP LLC;

Subject of the deal(s) shall be the performance of works (provision of services) carried out in the regular course of the parties' business: a construction

contract, performance of works (provision of services) regarding transportation facilities operation and fee collection systems;

Total ceiling amount of the deal(s) shall not exceed 6,000,000,000 (Six billion) rubles, VAT inclusive.

12) Approve the deal(s) in which there is interest, between the Company and CJSC MTTC, that may have been closed in future in the regular course of business, under the following terms and conditions:

1) The parties (beneficiaries) are OJSC MOSTOTREST and CJSC MTTC

Subject of the deal(s) shall be the performance of works (provision of services) carried out in the regular course of the parties' business: a construction contract, performance of works (provision of services) regarding transportation facilities operation;

Total ceiling amount of the deal(s) shall not exceed 7,200,000,000 (Seven billion two hundred million) rubles, VAT inclusive;

2) The parties (beneficiaries) are OJSC MOSTOTREST and CJSC MTTC;

Subject of the deal(s) shall be the lease of real property;

Total ceiling amount of the deal(s) shall not exceed 25,000,000 (Twenty five million) rubles, VAT inclusive.

13) Approve the deal(s) in which there is interest, between the Company and SZKK LLC, that may have been closed in future in the regular course of business, under the following terms and conditions:

The parties (beneficiaries) are OJSC MOSTOTREST and SZKK LLC;

Subject of the deal(s) shall be the performance of works (provision of services) carried out in the regular course of the parties' business: construction contract;

Total ceiling amount of the deal(s) shall not exceed 82,000,000,000 (Eighty two billion) rubles, VAT inclusive.

14) Approve the deal(s) in which there is interest, between the Company and OJSC Soyuzdorproekt, that may have been closed in the future in the regular course of business, under the following terms and conditions:

The parties (beneficiaries) are OJSC MOSTOTREST and OJSC Soyuzdorproekt;  
Subject of the deal(s) shall be the performance of works (provision of services) carried out in the regular course of the parties' business: a construction contract, performance of works (provision of services) regarding road facilities design;

Total ceiling amount of the deal(s) shall not exceed 100,000,000 (One hundred million) rubles, VAT inclusive.

The General Director of the Company shall inform the Board of Directors of the implemented deals and provide them with the executed agreements as well as the estimation of the economic efficiency of these deals.

15) Amend the Articles of Association and approve its Version No. 13 (Appendix No.1 to the Minutes of the annual General Meeting of the Shareholders).

16) Approve the amendments to the Regulations for Preparation and Holding of the General Meeting of the Company's Shareholders (Appendix No. 2 to the Minutes of the annual General Meeting of the Shareholders).