

Draft Resolutions of the General Meeting of JSC MOSTOTREST from March 5, 2014

Resolution on Item No. 1:

Approve the deal(s) between JSC MOSTOTREST and Transstroimekhanizatsia LLC that may have been closed in future in the regular course of business, and in which Maria M. Zhurba, member of the Board of Directors of JSC MOSTOTREST, has an interest, under the following terms and conditions:

1) The parties to the deal(s) (beneficiaries) are JSC MOSTOTREST and Transstroimekhanizatsia LLC;

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

Total ceiling amount of the deal(s) shall not exceed RUR 52,000,000,000 (Fifty two billion rubles), VAT inclusive;

2) The parties (beneficiaries) are JSC MOSTOTREST, Transstroimekhanizatsia LLC and JSC Bank VTB;

Subject of the deal(s) shall be the security for obligations of Transstroimekhanizatsia LLC under the credit facility agreements and bank guarantee agreements concluded with JSC Bank VTB;

Total ceiling amount under all concurrently concluded guarantee agreements shall not exceed RUR 90,000,000,000 (Ninety billion rubles);

Maximum term of guarantee agreements shall be based on the credit/credit line term extended by 3 (Three) years;

Amount of fees for issuing the bank guarantee shall not exceed 0.8 (Nought point eight) percent per annum of the amount of bank guarantee;

Amount of fees (for credit use) shall not exceed 12 (Twelve) percent per annum charged to the debts under credit agreements;

Amount of payment for the forced diversion of funds by the Bank payable under the guarantee shall not exceed 18 (Eighteen) percent per annum of the amount of payment effected under the guarantee.

Under all not particularized conditions JSC MOSTOTREST shall be liable to JSC Bank VTB to the full extent under all terms and conditions of a separate deal between JSC Bank VTB and Transstroimekhanizatsia LLC within the maximum indebtedness amount under current bank guarantee agreements concluded with JSC Bank VTB.

Resolution on Item No. 2:

Approve the deal(s) between JSC MOSTOTREST and JSC Mostostroi-11 that may have been closed in future in the regular course of business, and in which Maria M. Zhurba, member of the Board of Directors of JSC MOSTOTREST, has an interest, under the following terms and conditions:

The parties (beneficiaries) are JSC MOSTOTREST and JSC Mostostroi-11;

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

Total ceiling amount of the deal(s) shall not exceed RUR 900,000,000 (Nine hundred million rubles), VAT inclusive.

The General Director of JSC MOSTOTREST 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 such deals.

Resolution on Item No. 3:

Approve the deal(s) between JSC MOSTOTREST and OSSP LLC that may have been closed in future in the regular course of business, and in which Leonid Yu. Dobrovsky, member of the Board of Directors of JSC MOSTOTREST, has an interest, under the following terms and conditions:

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

Subject of the deal(s) shall be the performance of works (provision of services) in the regular course of business: a construction contract and performance of works (provision of services) regarding operation of transportation facilities and fee collection systems;

Total ceiling amount of the deal(s) shall not exceed RUR 3,000,000,000 (Three billion), VAT inclusive.

Resolution on Item No. 4:

Approve the deal(s) between JSC MOSTOTREST and CJSC MTTs that may have been closed in future in the regular course of business, and in which Leonid Yu. Dobrovsky and Maria M. Zhurba, members of the Board of Directors of JSC MOSTOTREST, have interests, under the following terms and conditions:

1) The parties (beneficiaries) are JSC MOSTOTREST and CJSC MTTs;

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

Total ceiling amount of the deal(s) shall not exceed RUR 4,000,000,000 (Four billion rubles), VAT inclusive;

2) The parties (beneficiaries) are JSC MOSTOTREST and CJSC MTTs;

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

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

Resolution on Item No. 5:

Approve the deal(s) between JSC MOSTOTREST and SZKK LLC that may have been closed in future in the regular course of business, and in which Leonid Yu. Dobrovsky, member of the Board of Directors of JSC MOSTOTREST, has an interest, under the following terms and conditions:

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

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

Total ceiling amount of the deal(s) shall not exceed RUR 55,000,000,000 (Fifty five billion rubles), VAT inclusive.

Resolution on Item No. 6:

Approve the deal(s) between JSC MOSTOTREST and CJSC Soyuzdorproekt that may have been closed in future in the regular course of business, and in which Leonid Yu. Dobrovsky and Maria M. Zhurba, members of the Board of Directors of JSC MOSTOTREST, have interests, under the following terms and conditions:

The parties (beneficiaries) are JSC MOSTOTREST and CJSC Soyuzdorproekt;

Subject of the deal(s) shall be the performance of works (provision of services) in the regular course of business: a construction contract and the performance of works (provision of services) in the area of road infrastructure facilities design;

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

The General Director of JSC MOSTOTREST 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 such deals.

Resolution on Item No. 7:

Approve, in compliance with Article 157.1 of the Civil Code of the Russian Federation, the related deals between JSC MOSTOTREST and OSSP LLC in which the said parties are interested in:

1) Loan Agreement No. 47/MT from December 19, 2012 (as reworded in Agreement No. 2 dated December 18, 2013) under the following terms and conditions:

The parties to the Loan Agreement are:

Lender: JSC MOSTOTREST;

Borrower: OSSP LLC;

Subject of the Loan Agreement is the issue of a money loan;

Maximum amount of the loan is RUR 500,000,000.00 (Five hundred million rubles);

Maximum possible interest rate is 13 (Thirteen) percent per annum;

The Loan Agreement shall be effective through December 18, 2016.

2) Loan Agreement No. 48/MT from December 19, 2012 (as reworded in Agreement No.2 dated December 18, 2013) under the following terms and conditions:

The parties to the Loan Agreement are:

Lender: OSSP LLC

Borrower: JSC MOSTOTREST;

Subject of the Loan Agreement is the issue of a money loan;

Maximum amount of the loan is RUR 500,000,000.00 (Five hundred million rubles);

Maximum possible interest rate is 13 (Thirteen) percent per annum;

The Loan Agreement shall be effective through December 18, 2016

3) Loan Agreement No. 52/MT from May 23, 2013 (as reworded in Agreement No. 2 dated December 18, 2013) under the following terms and conditions:

The parties to the Loan Agreement:

Lender: JSC MOSTOTREST;

Borrower: OSSP LLC

Subject of the Loan Agreement is the issue of a money loan;

Maximum amount of the loan is RUR 5,000,000,000.00 (Five billion rubles);

Maximum possible interest rate is 13 (Thirteen) percent per annum;

The Loan Agreement shall be effective through May 22, 2017

Resolution on Item No. 8:

Approve, in compliance with Article 157.1 of the Civil Code of the Russian Federation, the deal in which Maria M. Zhurba, member of the Board of Directors of JSC MOSTOTREST, has an interest, namely, Contract Agreement No. 5007-13/VN-01 from December 26, 2013, between JSC MOSTOTREST and Transstroimekhanizatsia LLC under the following terms and conditions:

The parties to the Contract Agreement are:

General Contractor: JSC MOSTOTREST;

Contractor: Transstroimekhanizatsia LLC;

Subject of the Contract Agreement is the performance of works regarding the preparation of detailed paperwork, land & cadastral, pre-construction and construction & assembling operations with respect to the following project: "Construction of Moscow – Saint Petersburg expressway in the section 58 kilometer – 684 kilometer (phase 6, 334 kilometer - 543 kilometer), Tverskaya Oblast and Novgorodskaya Oblast (the first construction phase)";

Price of the Contract Agreement: RUR 115,552,843,087.31 (One hundred fifteen billion five hundred fifty two million eight hundred forty three thousand eighty seven rubles 31 kopeks), including an 18% VAT in the amount of RUR 17,626,704 877.00 (Seventeen billion six hundred twenty six million seven hundred four thousand eight hundred seventy seven rubles) and costs of archeological survey in the amount of RUR 115,095,618.00 (One hundred fifteen million ninety five thousand six hundred eighteen rubles), not VATable.

Period of works execution:

- Commencement of works: from the Contract Agreement effective date;
- Completion of works – April 2018.

Resolution on Item No. 9:

Approve, in compliance with Article 157.1 of the Civil Code of the Russian Federation, the deal in which Maria M. Zhurba, member of the Board of Directors of JSC MOSTOTREST, has an interest in, namely, the Subcontracting Agreement No. 183/12-TSM from July 27, 2012 (as reworded in Additional Agreement No. 1 dated November 18, 2013) between JSC MOSTOTREST and Transstroimekhanizatsia LLC under the following terms and conditions:

The parties to the Subcontracting Agreement are:

Contractor: JSC MOSTOTREST;

Subcontractor: Transstroimekhanizatsia LLC;

Subject of the Subcontracting Agreement is preparation of the ground, modification of utility networks with comprehensive commissioning works, reconstruction of the Narva highway and construction of road junction ramps, including the arrangement of earth roadbed, road topping for the motorway, road junction ramps and engineering structures; construction of culverts, sluice for the riding surface, reinforced earth embankment; organization of traffic management and traffic conditions; environmental protection measures, archeological surveys, land use and appraisal works, connection of the facilities to the electric power networks;

Cost of works under the Subcontracting Agreement is RUR 1,645,471,484.18 (One billion six hundred forty five million four hundred seventy one thousand four hundred eighty four rubles 18 kopecks, including an 18% VAT in the amount of RUR 251,004,124.71 (Two hundred fifty one million four thousand one hundred twenty four rubles and 71 kopecks).

Period of works execution:

- Commencement of works: July 27, 2012;
- Completion of works – November 25, 2014