

APPROVED
by Resolution
of the JSC Acron Board of Directors
on December 24, 2007
Minutes No 311

JSC ACRON
DIVIDEND POLICY PROVISIONS

1. GENERAL PROVISIONS

1.1. These Provisions (hereinafter “the Provisions”) complies with the current legislation of the Russian Federation, the Charter and internal documents of JSC Acron (hereinafter “the Company”), with due regard for the Corporate Code of Conduct recommendations developed by the Federal Commission for the Securities Market of Russia.

1.2. The purpose of the Provisions is to establish a dividend policy, which is the procedure for determining the amount of dividends and their payment in a manner that is transparent and clear to shareholders, as well as defining the strategy of the Company’s Board of Directors as it recommends the amount of dividends on shares and the conditions and procedures for paying dividends.

1.3. The dividend policy is one of the tools ensuring the Company’s shareholders a true opportunity to exercise their rights to participate in the Company, including the right to participate in the Company’s profit.

1.4. The goal of the Company’s dividend policy is to balance the interests of the Company and its shareholders when determining the amount of dividends, to increase the investment appeal of the Company and its capitalization, and to ensure respect for and strict observance of shareholders’ rights provided for by the current legislation of the Russian Federation, the Charter of the Company and its internal documents.

1.5. When adopting the Provisions, the Board of Directors expects that the Company’s current dividend policy will remain in force for five (5) years.

2. BASIC CONDITIONS FOR DETERMINING (DECLARING) AND PAYING DIVIDENDS

2.1. Dividends are a part of the Company’s net profit that is distributed among its shareholders in proportion to the number of their shares.

2.2. Unless otherwise is specified by the Federal Law on Joint-Stock Companies, the Company has the power to determine (declare) the payment of dividends on allocated shares and to pay declared dividends for the first quarter, half-year, first nine months and (or) the financial year (hereinafter “the corresponding accounting period”).

2.3. Dividends on shares shall be determined (declared) on the following conditions:

2.3.1. The Company posts a net profit for the corresponding accounting period, such net profit being defined in accordance with clauses 3.1. and 3.2 of the Provisions.

2.3.2. Article 43 of the Federal Law on Joint-Stock Companies and the Company Charter place no limitations on determining (declaring) and paying dividends.

2.3.3. The Company’s Board of Directors issues a recommendation on the amount of dividends on shares.

2.4. Dividends shall be paid out on the following conditions:

2.4.1. A dividends resolution (declaration) is issued by a general meeting of the Company’s shareholders.

2.4.2. Article 43 of the Federal Law on Joint-Stock Companies and the Company Charter place no limitations on paying the declared dividends on shares.

3. DETERMINING THE AMOUNT OF DIVIDENDS

3.1. Pursuant to the requirements of Russian legislation, the source for dividend payments to the Company shareholders shall be the Company's net profit (after-tax profit), which is assessed based on the accounts of the Company prepared in accordance with Russian Accounting Standards.

3.2. When the Company's Board of Directors determines the amount of dividends (per one share) to recommend to the general meeting of shareholders and the corresponding amount of the Company's net profit designated for dividends payment, it shall assume that the total amount of funds (percent of the Company's net profit) designated for dividends payment should be no less than 30% (thirty per cent) of the *imputed net profit amount*, which is calculated using the following formula:

$$NP_i = NP_a - I_f + L_f$$

where

NP_i is the *imputed net profit amount* used to determine the percent of the Company's net profit designated for dividends payment based on performance in the corresponding accounting period.

NP_a is the net profit amount assessed pursuant to the procedure provided for in clause 3.1 of the Provisions and reflected in the Company's income statement based on performance in the corresponding accounting period.

I_f is any income resulting from an increase in the value of financial investments, determined based on the Company's accounts prepared in accordance with Russian Accounting Standards.

L_f is any loss resulting from a decrease in the value of financial investments, determined based on the Company's accounts prepared in accordance with Russian Accounting Standards.

3.3. The dividend amount recommended by the Board of Directors per one Company share shall be determined by dividing the amount of the Company's net profit in roubles designated for dividends payments calculated in accordance with clause 3.2. of the Provisions (*the dividend*) by the number of outstanding shares in the Company allocated as of the record date (*the divisor*).

The dividend amount recommended by the Board of Directors per one Company share shall be calculated in Russian Federation roubles and mathematically rounded to the nearest kopek.

4. PROCEDURE FOR PASSING A RESOLUTION ON DIVIDENDS

4.1. The option to pay dividends on performance in the corresponding accounting period shall first be considered by the Managing Board based on the financial results and elaborated proposals for distribution of profit.

4.2. Based on the proposal of the Managing Board, the Board of Directors shall review the main areas for distribution of profit and determines what portion of the profit to assign for dividends payment. When passing the resolution, the Board of Directors shall be governed by Section 3 of the Provisions.

4.3. The Company's Board of Directors shall determine the amount of dividends to recommend to the general meeting of shareholders in accordance with the Charter and the Board of Directors

Regulations by a majority of votes of the members of the Board of Directors participating in the meeting.

4.4. Pursuant to current legislation, the recommendation of the Board of Directors with respect to the amount of dividends to be paid on shares based on performance in the corresponding accounting period and to the payment procedure shall be included in the minutes as an extract that must be available to the Company's shareholders so that they can pass the final resolution at the general meeting of shareholders.

4.5. The general meeting of shareholders shall issue the resolution regarding the payment or non-payment of dividends, the amount of dividends and the form and procedure for paying dividends on shares.

Unless otherwise specified by the Federal Law on Joint-Stock Companies, the Company is authorized to determine (declare) and pay dividends on outstanding shares based on performance in the corresponding accounting period.

The Company has the right but is not obligated to issue a resolution to pay dividends.

The general meeting of shareholders is authorized to resolve not to pay dividends on shares, or not to pass a resolution regarding the payment of dividends.

4.6. Dividends may not exceed the amount recommended by the Board of Directors.

4.7. The resolution by the general meeting of shareholders on paying (declaring) dividends shall define:

- the category (type) of shares on which dividends are declared;
- the amount of dividends per one share of a certain category;
- the form of dividends payment;
- the procedure for dividends payment.

4.8. The general meeting of shareholders shall pass resolutions to pay dividends on outstanding shares for the first quarter, half-year, nine months of the financial year as a separate item on the agenda of the general meeting of shareholders.

Resolutions to pay (declare) dividends for the first quarter, half-year and nine months of the financial year may be passed up to three months after the end of the corresponding accounting period.

4.9. The general meeting of shareholders shall pass resolutions to pay dividends on outstanding shares based on performance in the financial year as a separate item on the agenda of the general meeting of shareholders, or as part of a resolution on distribution of the Company's profit based on performance in the financial year.

The annual meeting of shareholders shall pass resolutions to pay dividends on outstanding shares based on the financial year performance.

4.10. In the event that the annual meeting of shareholders determines (declares) to pay dividends based on the financial year's performance, in addition to the amount of dividends based on the financial year's performance, the resolution shall specify the amount of dividends actually payable to shareholders, which is calculated as *the positive difference* between the amount of dividends based on the financial year's performance (*the minuend*) and the amount of earlier declared interim dividends (*the subtrahend*), i.e. dividends for the first quarter, half-year, and nine months of the financial year.

5. PROCEDURE FOR PAYING DIVIDENDS

5.1. The Company is obligated to pay declared dividends. The Company shall be liable to shareholders for any failure to fulfil this obligation in accordance with the current legislation of the Russian Federation.

5.2. The Company shall pay only declared dividends in the amount determined by a general meeting of the Company's shareholders.

The amount of dividends accrued to one shareholder shall be calculated as *the result of the arithmetical multiplication* of the declared amount of the dividend on one share (*the multiplicand*), by the number of shares owned by the shareholder (*the multiplier*).

Without a resolution by the general meeting of the Company's shareholders on paying (declaring) dividends, the Company may not pay dividends and the shareholders may not require the payment thereof.

5.3. The list of persons entitled to dividends shall be drawn up as of the record date for participation in the general meeting of shareholders at which the resolution to pay dividends is passed.

For the purpose of drawing up the list of persons entitled to dividends, the nominee shareholder shall provide the details of the entities or individuals in whose favour it holds the shares.

5.4. The President (Director General) of the Company shall ensure the timely and complete payment of declared dividends.

5.5. Declared dividends shall be paid to shareholders within the term laid down by current Russian legislation, the Charter of the Company and the corresponding resolution by the general meeting of shareholders.

5.6. Paying dividends pursuant to the resolution by the general meeting of the shareholders regarding the procedure of paying out dividends shall be done by means of:

a) transferring the corresponding funds from the Company's account (and if a paying agent is used – from such agent's account) to the shareholder's bank account listed in the Company's share register system;

or

b) postal transfer of funds to the shareholder's mailing address listed in the Company's share register system,

or

c) paying out funds from the cash means of the Company to the shareholders or their authorized representatives.

The primary method of paying dividends is the transfer of funds to shareholders' bank accounts in the Russian Federation indicated by the shareholders in the Company's share register system. Dividends shall be paid to institutional shareholders only in non-cash form by transfers to their bank accounts.

Dividends shall be paid to individual shareholders in non-cash form by transfers to their bank accounts, or by postal transfer to the shareholder's mailing address.

Individual shareholders may file a written request to receive dividends in cash from the Company, provided that such request is received by the Company prior to paying dividends by the means provided for in sub-clauses (a) and (b) of this clause.

5.7. Dividends shall be paid in the form of monetary funds unless otherwise provided for by the Charter of the Company and the resolution by the general meeting of shareholders.

Dividends paid in the form of monetary funds are paid to shareholders in Russian Federation roubles.

5.8. In order to receive dividends in non-cash form, the shareholder must provide his complete bank account details in his entry in the Company's share register system as of the record date.

In order to receive dividends via postal transfer, the shareholder must provide his full postal address in his entry in the Company's share register system as of the record date.

5.9. Dividends paid to shareholders shall be taxed in accordance with the procedure provided for by the current legislation of the Russian Federation.

Where provided for by the current legislation of the Russian Federation, the Company is a tax agent when paying to shareholders the profit (dividends) on the shares they hold. The Company shall calculate, withhold and transfer to the corresponding budget amounts of dividend tax following the procedure and within the term provided for by the current tax legislation of the Russian Federation.

Dividends shall be paid to shareholders after deduction of taxes withheld from dividends and other mandatory payments provided for by the current legislation of the Russian Federation.

When calculating the tax to be withheld from the profit of foreign organizations and individuals who are non-residents in the Russian Federation, the Company shall have the right (by request of the party concerned) to consider the existence or the absence of international double taxation treaties (agreements, conventions) with states in which the foreign organizations or individuals who are non-residents in the Russian Federation are resident.

5.10. The Company shall have the right to retain a third party (paying agent) for the purpose of organizing the timely payment of dividends to shareholders.

Retention by the Company of a paying agent shall not release the Company from its responsibility to shareholders for paying out dividends which are due them.

In the event that a paying agent is retained to pay dividends, the Company shall be obliged to conclude with it a corresponding contract stipulating the rights and responsibilities of both parties, their liabilities, and the procedure for settlements under the contract and for paying out dividends.

The Company undertakes to inform shareholders about retained paying agents, including changes to and termination of their appointment, by the means provided for by current legislation and the Charter of the Company regarding giving public notice of the determining (declaring) and paying of dividends.

6. INFORMING SHAREHOLDERS OF THE DIVIDEND POLICY

6.1. The Company shall inform shareholders of its dividend policy by posting the Provisions and other relevant information on the Company website at www.acron.ru

6.2. Materials provided to shareholders for the purpose of making resolutions at the general meeting of shareholders must include all necessary information giving evidence of the existence or the absence of conditions necessary to passing the resolution (declaration) and paying dividends.

6.3. The Company shall disclose information on passing the resolution (declaration) and paying dividends, on their amount, as well as the form and the term of payment thereof in the instances and following the procedure provided for by the current legislation of the Russian Federation.

7. LIABILITY FOR INCOMPLETE OR LATE PAYMENT OF DIVIDENDS TO SHAREHOLDERS

7.1. The Company is obliged to pay any dividends declared on shares. Shareholders have the right to seek payment of dividends in court should the Company fail to fulfil the said obligation in a timely manner.

7.2. In the event of incomplete and late payment of dividends to shareholders who have, in a timely manner, provided their bank details or mailing addresses and changes thereof to the registrar of the Company entrusted with keeping and maintaining the Company's share register, the officers at fault shall bear direct responsibility as set forth by the current legislation of the Russian Federation.

7.3. In accordance with Article 44 of the Joint-Stock Company Law, the Company, the registrar of the Company entrusted with keeping and maintaining the Company's share register and their officers shall not be liable for the non-payment of dividends to those shareholders who did not provide the registrar of the Company with their exact bank details or postal addresses or changes thereof in a timely manner.

The Company shall make a repeat transfer of dividends using a shareholder's amended bank details (postal address) or make payment of dividends in cash upon written request of the shareholder after the return to the Company of funds transferred earlier to incorrect bank details (postal address) after deduction of the cost of their return and of the repeat transfer.

8. FINAL PROVISIONS

8.1. The resolution to approve the Provisions, as well as any resolutions to make amendments or additions to the Provisions and any resolutions to cancel them shall be made by the Board of Directors of the Company.

The Provisions shall enter into force upon their approval by the Board of Directors of the Company.

8.2. In the event that specific clauses of the Provisions for any reason come into conflict with requirements laid down by the legislation of the Russian Federation that are binding for the Company (imperative provisions), such clauses of the Provisions shall lose their legal force, and the Company shall be governed by the provisions of the current legislation of the Russian Federation until relevant amendments are made to the Provisions.