

APPROVED BY
Resolution of the Supervisory Board of
Bekabadcement JSC
dated 30 November 2016

REGULAITONS
of Procedure and Cases of Holding Meetings of Supervisory Board by
Circulation and by Video Conference at Bekabadcement JSC

I. GENERAL PROVISIONS

1. These Regulations have been developed in accordance with the Law of Joint-Stock Companies and Protection of the Rights of Shareholders, the Regulations of Supervisory Board and the Code of Corporate Management approved by the Minutes of Meeting of the Commission for increasing the efficiency of activity of joint-stock companies and improvement of corporate management system No. 9 dated 31.12.2015 and determine the procedure and cases of holding meetings of supervisory board by circulation and by video conference.

II. PROCEDURE AND CASES OF HOLDING MEETINGS OF SUPERVISORY BOARD BY CIRCULATION

2. In accordance with the Work Plan, meetings of Supervisory Board on certain issues may be held by way of circulation.

3. In case of meeting by circulation, the Chairman of Supervisory Board shall determine the date of meeting, agenda and send them to the executive body.

4. The executive body 10 days prior to the meeting of Supervisory Board shall provide preparation of the documents related to the issues of agenda and send them to the members of Supervisory Board.

5. In case is a member of Supervisory Board before the date of meeting will present his/her disagreement to holding a meeting in absentia, the executive body shall immediately notify the Chairman of Supervisory Board. In such case the Chairman of Supervisory Board shall convene meeting in person of Supervisory Board.

6. Resolutions of Supervisory Board may be passed by way of circulation by all the members of Supervisory Board unanimously, except for the following issues (it's necessary to review for conformity to the Regulations of Supervisory Board):

determination of the priority fields of business of the Company;

hearing the report of the executive body of the Company, including that about actions taken for achieving the Company development strategy, internal audit service and the auditing committee;

putting to examination of the general meeting of shareholders of proposal on reorganization or liquidation of the Company;

convening annual general meeting of shareholders.

7. Resolutions of Supervisory Board may be passed by absentee voting (by circulation) by all the members of Supervisory Board unanimously.

8. In case of meeting of Supervisory Board by circulation, the minutes of meeting should indicate that the meeting is held by way of circulation.

II. PROCEDURE OF HOLDING MEETINGS OF SUPERVISORY BOARD BY VIDEO CONFERENCE

9. In case of availability of technical means, means for identification of members of Supervisory Board and other equipment, meetings of Supervisory Board may be held in the mode of video conference.

10. In case of meeting by video conference, the Chairman of Supervisory Board shall determine the date of meeting, agenda and send them to the executive body

11. The executive body 7 days prior to the meeting of Supervisory Board shall provide preparation of the documents related to the issues of agenda and send them to the members of Supervisory Board.

12. All the issues referred to the competence of Supervisory Board may be discussed by video conference.

13. In case of meeting of Supervisory Board by video conference, the minutes of meeting should indicate that the meeting is held by video conference.

III. FINAL PROVISIONS

14. Minutes of meeting of Supervisory Board is to be prepared no later than ten days after the meeting.

15. Control of observance of the provisions of these Regulations is provided by the Chairman and the members of Supervisory Board.