

**APPROVED**

**by the Board of Directors**

**OAO RBC Information Systems**

**Chairman of the Board of Director**

\_\_\_\_\_/German Kaplun

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF OAO RBC INFORMATION SYSTEMS**

**Question**

On approval of the guarantee provided by OAO "RBC Information Systems" (the "**Company**") as the major transaction qualified as such in accordance with Clause 3 of Article 79 of the Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995 (the "**Law**") and Clause 23 of Article 13.2 of the Company's charter in favour of RBC Investments (Cyprus) Limited (the "**Borrower**") in connection with financing *via* the issuance of loan participation notes (the "**Notes**") by RosBusiness Finance Limited (the "**Issuer**") for the sole purpose of financing a loan to the Borrower (the "**Loan**").

**Decision**

- (1) To approve the guarantee provided by the Company as the major transaction qualified as such in accordance with Clause 3 of Article 79 of the Law and Clause 23 of Article 13.2 of the Company's charter in favour of the Borrower and in relation to the Borrower's undertakings under the Loan Agreement entered into in connection with financing *via* the issuance of the Notes by the Issuer for the sole purpose of financing the Loan to the Borrower.
- (2) To approve the provision of the guarantee by the Company taking into account the following material terms of the Loan:
  - (1) the principal amount of the Loan shall not exceed U.S.\$200,000,000 (two hundred million US dollars);
  - (2) the interest rate on the Loan shall not exceed 12 per cent. per annum;
  - (3) the term of the Loan shall not exceed 5 years.
- (3) The transaction shall be concluded by execution of the following documents:
  - (1) the Loan Agreement between the Issuer and the Borrower;
  - (2) the Guarantee Agreement between the Company, OOO "IPK Media Production", ZAO "RBC-TV", AD NET LIMITED, Mohiville Corporation N.V., ZAO

"RosBusinessConsulting", OOO "Media Mir" as guarantors (the "**Guarantors**") and the Trustee;

- (3) the Subscription Agreement between the Borrower, the Issuer and UBS Limited and Barclays Bank PLC as the lead managers (the "**Lead Managers**");
- (4) the Trust Deed between the Issuer and a company acting as the trustee named therein (the "**Trustee**");
- (5) the Agency Agreement between the Issuer, the Trustee and the agents named therein (the "**Agents**");
- (6) Upfront Fee Side Letter between the Borrower, the Issuer, the Lead Managers and the Trustee;
- (7) Ongoing Fee Side Letter between the Borrower, the Issuer, the Trustee and the Agents;
- (8) Other agreements and documents including but not limited to certificates, notices, confirmation letters and instructions executed by the Issuer, the Borrower, the Lead Managers, the Guarantors, the Agents and the Trustee in connection with the above mentioned agreements.