

**APPROVED**  
**by the Board of Directors**  
**of OAO RBC Information Systems**  
**Minutes No. 31 dated July 23, 2004**  
**Chairman of the Board of Directors**

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## **Provisions on Information Policy of OAO RBC Information Systems**

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Moscow, 2004

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## I. GENERAL PROVISIONS

1.1. These Provisions on Information Policy (hereinafter referred to as the Provisions) have been developed in accordance with current law, the recommendations of the Code of Corporate Policies, the Articles of Association and internal documents of OAO RBC Information Systems (hereinafter referred to as the Company).

1.2. The Provisions define lists of the following:

- Commonly accessible documents and information, which shall be disclosed to any interested persons, regardless of the aim of receiving this information;
- Documents, information (materials) that shall be provided to shareholders and their representatives;
- And also the methods and terms of their disclosure and provision.

1.3. The Provisions define insider information and information that constitutes a business or commercial secret, as well as the terms of its use.

1.4. The aim of the disclosure of information about the Company is to bring this information to the attention of any persons interested in receiving it to the extent necessary for making a decision on acquiring shares in the Company or performing other actions that can have an effect on the Company's financial and commercial operations.

1.5. The main principles of the information policy are as follows:

- Regularity and promptness of the provision of information;
- Accessibility of information to the majority of the shareholders and other interested persons;
- Accuracy and completeness of information to be disclosed;
- Neutrality of information;
- Maintenance of a reasonable balance between the Company's openness and protection of the Company's interests;
- Compliance with the requirements of confidentiality with regard to information that constitutes a business or commercial secret and control of the use of insider information.

1.6. Data about the Company's operations to be disclosed is divided into the following two groups:

- Information that is subject to compulsory disclosure;
- Information to be disclosed at the Company's discretion.

Information about the Company that is subject to compulsory disclosure is comprised of the following parts:

- Information provided for shareholders in the Company;
- Data in the quarterly report of the issuer;
- Information about material facts relating to the Company's financial and commercial operations;
- Information that can have a material effect on the price of the Company's securities;
- Information about persons affiliated with the Company.

The Company shall also disclose additional information about its operations on the Internet.

1.7. The General Director of the Company shall be responsible for the disclosure of information about the Company's operations.

Officers responsible for Investor Relations: Natalia Makeeva; Tel: (095) 363 1111 ext 1369.

1.8. The address of the central place (office) for guaranteed access to documents, materials and information is as follows: 78 Profsoyuznaya Str., Moscow 117393, Russia. Documents and information in electronic form shall be displayed on the corporate site on the Internet at [www.rbcinfosystems.ru](http://www.rbcinfosystems.ru).

1.9. The Board of Directors of the Company shall supervise the implementation of these Provisions.

1.10. The Board of Directors of the Company shall be entitled to make changes and amendments to these Provisions.

## II. COMMONLY ACCESSIBLE INFORMATION AND DOCUMENTS

2.1. Information and documents that the Company considers commonly accessible shall be provided to all interested persons.

2.2. The Company considers information and documents specified in this section commonly accessible.

2.3. All information and documents specified in this section:

- Shall be displayed on the corporate site on the Internet at [www.rbcinfosystems.ru](http://www.rbcinfosystems.ru) for unrestricted access;
- Shall be disclosed in accordance with the terms stipulated in the current law;
- Shall be accessible for review in the office specified in Clause 1.8 of these Provisions;
- Shall be published in the media;
- Copies of these documents shall be provided at the request of interested persons.

2.4. Information about the securities and operations of the Company shall be disclosed in the following form:

- Notices about material facts relating to the company's financial and commercial operations;
- Information that can have a material effect on the price of the Company's securities;
- Quarterly reports.

2.5. The Company shall be obliged to disclose information about the following:

- 1) Changes in the company's name;
- 2) A decision of increasing the authorized capital;
- 3) Acquisition of shares in the Company by the Company, unless it is related to a decrease in the authorized capital;
- 4) The fact of an increase (decrease) in the price of the Company's shares by not less than 5 percent;
- 5) Stopping of the production of goods (services), whose sales made up not less than 10 percent of the total volume of the production of goods (services) over the financial year preceding the reporting year;
- 6) Changes in the priorities of the Company's operations;
- 7) Replacement of the auditor, registrar or depository of the Company.

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2.6. In the event of placement of securities, the Company shall disclose information about the motives for the placement of shares, persons planning to acquire the shares to be placed, including a large block of shares (when such information is available).

2.7. The Company shall disclose information about the shareholders holding 5 percent or more shares in the Company in the quarterly report. Additionally, in the quarterly report, the Company shall provide information on the amount of remunerations received by members of the Board of Directors, members of the joint executive authority and the person who performs the functions of the sole executive authority.

2.8. The Company shall disclose information about deals between the Company and persons who are considered senior officers of the Company in accordance with the Articles of Association, as well as about deals between the Company and organizations in which officers of the Company directly or indirectly hold 20 percent or more of the authorized capital or organizations that such officers can have material influence on in some other way.

2.9. The Company shall keep records of persons affiliated with it by means of making and keeping a register of affiliated persons of the Company in accordance with the terms stipulated in the current law. The Company shall publish a list of persons affiliated with it in the Supplement to the Bulletin of the Federal Commission for the Securities Market on an annual basis no later than 30 days after the end of each reporting year.

2.10. At the request of any interested person, the Company shall allow such person to review the Articles of Association of the Company, including changes and amendments to it, the Provisions on the General Meeting of Shareholders, the Provisions on the Audit Commission and other provisions approved by the general meeting of shareholders and the Board of Directors of the Company.

2.11. The annual accounting report, the auditor's report, the annual report of the Company and the report of the Audit Commission about the accuracy of data contained in the annual report and the accounting report of the Company shall be openly accessible.

2.12. The contents of the Company's annual report shall be in line with the current version of the instructions of the Federal Service for Financial Markets of Russia. The annual report shall be signed by the General Director of the Company, the chief accountant, and Chairman of the Board of Directors with the prior consent of the Board of Directors.

2.13. Information about the holding of a general meeting of shareholders shall be published in the Rossiyskaya Gazeta newspaper in the form of a notice no later than 30 days before the date of the meeting, and a notice about the holding of a general meeting of shareholders whose agenda contains a question of reorganization of the Company shall be published no later than 40 days before the date of the meeting.

2.14. Information about the reorganization of the Company shall be published in a periodical designated for the publication of data about state registration of legal entities during a thirty-day period after the date of making the respective decision.

2.15. In the event of an issue of securities, the issue prospectus and other information that shall be disclosed in accordance with requirements set by the federal agency for the securities market shall be published.

2.16. Documents specified in this section shall be provided for review on the day of submission of the respective request. The Company shall provide copies of such

documents for all interested persons at their request for a fee not exceeding the cost of making the copies within 7 days after the submission of the respective request.

### III. INFORMATION PROVIDED FOR SHAREHOLDERS

3.1. In addition to information specified in Section II of these Provisions, all shareholders and their representatives shall be given access to the following documents in the office, whose address is Building 1, 78 Profsoyuznaya St., Moscow 117393:

- The Articles of Association of the Company, changes and amendments to the Articles of Association and the certificate of state registration;
- The Company's internal documents, such as the provisions on the Company's managerial bodies, provisions on the Company's branches and offices and other provisions approved by the general meeting of shareholders;
- Documents confirming the Company's rights to the property included on its balance sheet;
- Minutes of the general meetings of shareholders, meetings of the Board of Directors of the Company and the Audit Commission of the Company;
- Reports by independent appraisers;
- Other documents specified by Russian law, the Company's Articles of Association and decisions of the Company's managerial bodies.

3.2. The Company shall provide for review a list of persons entitled to participate in the general meeting of shareholders at the request of persons included on this list, who control at least 1 percent of the votes. However, details of personal documents and postal addresses of persons included on this list can be provided only with the consent of these persons. At the request of any interested person, the Company shall provide this person with an abstract of the list of persons entitled to participate in the general meeting of shareholders containing data about this person or a notice certifying that this person is not included on the list of persons entitled to participate in the general meeting of shareholders within three days.

3.3. A shareholder(s) holding, in total, at least 25 percent of the voting shares in the Company, shall have access to accounting records.

3.4. Documents specified in Clauses 3.1 – 3.3 shall be provided to shareholders for review within 5 (five) days upon receipt of the respective request. Copies of these documents shall be provided for a fee not exceeding the cost of their production.

3.5. Upon receipt of a shareholder's request for the provision of documents specified in Clauses 3.1 – 3.3 of these Provisions, the Company shall independently receive information from the register of shareholders to establish the fact of ownership of shares in the Company. In the event the person who has made the request owns shares but is not registered on the register of shareholders, it shall confirm the fact of ownership.

3.6. For general meetings of shareholders, the Board of Directors shall prepare a list of information items (materials) and documents to be provided to shareholders and their representatives for each issue on the agenda.

3.6.1. Information (materials) to be provided for persons entitled to participate in the general meeting of shareholders during the preparation for a general meeting of shareholders in the Company shall include annual accounting report, including the auditor's report, the report of the Company's Audit Commission on the results of the audit of the annual accounting records, information about the candidate(s) for the

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Company's executive bodies, the Board of Directors, the Audit Commission of the Company and the auditor of the Company, drafted changes and amendments to the Articles of Association of the Company or a drafted new version of the Articles of Association of the Company, drafted internal documents of the Company to be approved by the general meeting of shareholders, drafted resolutions of the general meeting of shareholders, and other documents specified in a decision of the Board of Directors of the Company.

3.6.2. Additional information (materials) that shall be provided to persons entitled to participate in the annual general meeting during the preparation for the annual general meeting shall include the following:

The Company's annual report;

A report of the Audit Commission on the accuracy of data contained in the Company's annual report;

Recommendations of the Board of Directors (the Supervisory Board) of the Company on the distribution of profits, including the amount of dividends on the company's shares and the terms of their payment, and losses of the Company over the financial year.

3.6.3. Additional information that shall be provided to persons entitled to participate in the general meeting during the preparation for the general meeting whose agenda contains questions of the election of members of the Board of Directors (the Supervisory Board), members of the Audit Commission and (or) the election of the auditor of the Company shall include information about the availability or absence of written consent of the candidates to their election to the respective body of the Company, information about the age and education of a candidate, information about posts that a candidate has held over the past 5 years and the post a candidate held at the moment of the nomination.

3.6.4. Additional information (materials) that shall be provided for persons entitled to participate in a general meeting during the preparation for the general meeting whose agenda includes questions voting on which can lead to the emergence of the right to demand the buying out of shares by the Company shall include the following:

The report of an independent appraiser on the market value of shares in the Company that the Company can be required to buy out;

An estimate of the value of the Company's net assets according to the Company's accounting report over the past completed reporting period;

Minutes (an abstract of the minutes) of the meeting of the Board of Directors (the Supervisory Board) of the Company, when the decision on defining the price for buying out shares in the Company was made, including the price for buying out the shares.

3.6.5. Additional information (materials) that shall be provided to persons entitled to participate in the general meeting of shareholders during the preparation for a general meeting whose agenda includes a question of reorganization of the Company shall include the following:

Reasons for the conditions and terms of the reorganization of the Company, given in the decision on the division, separation or transformation, or in the contract for a merger or acquisition, approved (made) by the authorized body of the Company;

Annual reports and annual accounting records of every organization involved in the reorganization for the past three completed financial years preceding the date of the general meeting, or for each completed financial year since the founding of an organization, in the event the organization's business started less than three years ago;

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Quarterly accounting report of every organization involved in the reorganization for the past completed quarter preceding the date of the general meeting.

3.7. 20 days before a general meeting of shareholders and 30 days before a general meeting whose agenda contains a question of reorganizing the Company, information (materials) specified in Paragraphs 3.6.1 – 3.6.5 shall be accessible to persons entitled to participate in the general meeting of shareholders for review in the office of the Company's executive body and in other places whose addresses are specified in the notice about the general meeting of shareholders, and on the website of the Company at [www.rbcinfosystems.ru](http://www.rbcinfosystems.ru). This information (materials) shall be accessible to persons who take part in a general meeting of shareholders during the meeting. At the request of a person entitled to participate in the general meeting of shareholders, the Company shall deliver the above-mentioned documents to this person by e-mail within 5 days upon receipt of the respective request by the Company.

3.8. Shareholders in the Company and potential investors shall be entitled to request from the Company information about any material risks. Within 7 days the Audit Committee of the Board of Directors of the Company shall prepare an answer to any request that has been received, which shall be delivered to the person who submitted the request.

## IV. INFORMATION PROVIDED FOR ORGANIZERS OF TRADE

4.1. In accordance with the agreements with the Moscow Interbank Currency Exchange and the RTS Stock Exchange, the Company shall provide information specified in Clauses 2.4 – 2.8 of these Provisions, in Chapter 7 (Disclosure of Information about a Company) of the Code of Corporate Policies, recommended by the Federal Commission for the Securities Market of Russia, as well as the founding documents and documents relating to issues of securities and other information stipulated in these agreements and the law in electronic form and in hardcopy form.

## V. INFORMATION DISPLAYED ON WEBSITE

5.1. The Company shall disclose information about its operations on the corporate site on the Internet at [www.rbcinfosystems.ru](http://www.rbcinfosystems.ru).

5.2. All information displayed on the site is commonly accessible and free.

5.3. In addition to information specified in Section II of these Provisions, the following additional information for the appraisal of the value, the profit margin and factors in the price of the shareholding shall be displayed on the Company's site:

5.3.1. Information about the strategic goals and objectives of the Company, the Company's shares of different markets, investment projects, equity and attracted capital, indicators and resources of the Company and its subsidiaries, industrial information.

5.3.2. Information about dividends of the Company, the Corporate Governance Code, material information on decisions of the Board of Directors, including the work of committees of the Board of Directors and share price information.

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5.3.3. History of the Company's development, thematic presentations by the Company, reports and interviews of executives, news conferences, analytical reports by independent experts.

5.3.4. Material information about the Company in the form of press releases, required for investment decisions, which can have a serious effect on all commonly accessible information about the Company.

5.3.5. Information about the management of the Company: members of the Board of Directors, the General Director, the corporate secretary and the chiefs of the departments.

5.4. On the website the Company shall publish all important news and materials. Additionally, it shall publish brochures and booklets for distribution, when necessary. The text of the Articles of Association and amendments to it, the annual and quarterly reports, issue prospectuses, reports of the auditor, information about material circumstances and facts, information relating to general meetings of shareholders and key decisions of the Board of Directors and the strategy of the Company's development shall be displayed on the website.

5.5. The Board of Directors shall be entitled to make a list of additional information items to be disclosed on a voluntary basis, taking into account the result of the monitoring of requests from investors.

## VI. TERMS OF PROVISION OF INFORMATION

6.1. The Company shall hold regular meetings with representatives of the investment community, conferences, presentations and road shows. Information about events that have been conducted shall be displayed on the Company's corporate website.

6.2. The Company shall organize news briefings (news conferences) with officers in connection with the publication of regular financial reports, general meetings of shareholders and other important corporate events.

6.3. In order to regulate information reported by the Company, the following officers shall be entitled to make public statements on behalf of the Company:

The Chairman of the Board of Directors;

The Deputy Chairman of the Board of Directors;

The General Director;

The chiefs of departments, authorized to make statements on issues relating to the work of their departments in accordance with an order issued by the General Director.

Any public statements by officers of the Company, including contacts with the media, speeches at news conferences and forums can be made with the consent of the General Director of the Company only.

6.3. Any interested person shall be entitled to request from the Company information relating to the Company's operations via the Company's authorized person, using the telephone number specified in Clause 1.7 of these Provisions. Within seven days, the Company shall prepare an answer to the request, which shall be delivered to the person who made the request.

6.4. Any interested person shall be entitled to review answers to the most frequently asked questions on the Company's corporate website on the Internet at [www.rbcinfosystems.ru](http://www.rbcinfosystems.ru).

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6.5. The Company's Protocol Service shall provide access to information that the Company is obliged to store and provide for shareholders in accordance with the law and these Provisions.

6.6. Documents shall be provided during the period specified in these Provisions upon receipt of a request in any form, addressed to the Company's chief executive. The request shall contain the full name of the applicant (for a legal entity: the corporate name and address shall be provided), the number and category of shares held by this person and the name of the requested document.

6.7. The Protocol Service of the Company shall verify the fact of ownership of shares in the Company by the applicant for the provision of documents or the delivery of their copies.

## **VII. INFORMATION THAT CONSTITUTES COMMERCIAL OR BUSINESS SECRET. INSIDER INFORMATION.**

7.1. Information shall constitute a business or commercial secret in the event it has actual or potential commercial value, as it is unknown to third persons and there is no free legal access to it, on the condition that the Company makes efforts to keep it confidential.

7.2. The Company, represented by its executive bodies, shall make exhaustive efforts to protect commercial and business information, shall guarantee confidentiality and special conditions for working with such information, shall make a list of such information items, so as to maintain a reasonable balance between the Company's openness and efforts to prevent damage to its interests.

7.3. A contract with an officer or employee of the Company shall include an obligation not to disclose confidential information.

7.4. Insider information shall be any information about issued securities and deals with them, as well as the issuer of these securities and its operations, unknown to third persons, whose disclosure can have a material effect on the price of these securities. Specifically, insider information is information that is subject to disclosure in accordance with the Russian law on the securities market before the moment of the disclosure. Information about the appraisal of the value of securities and/or assessment of the financial status of the issuer, based on commonly accessible information, shall not constitute insider information.

7.5. An insider is a person having access to insider information because of the following:

- Participation in the authorized capital of the Company or its affiliate;
- Membership in a managerial body of the Company or its affiliate;
- A labor contract or a civil contract with the issuer or its affiliate;
- Authority arising from the position of an officer in a government agency or a local government agency.

7.6. Insiders, their affiliates and persons who receive insider information shall not be entitled to do the following:

- Make deals on securities, including future deals, with the use of insider information in their interests or in the interests of third persons;

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- Transfer insider information or information based on it to third persons or make it accessible to third persons, except in circumstances stipulated in the law;
- Give recommendations to third persons relating to deals on securities, based on insider information.

7.7. The Company's executive bodies shall enforce confidentiality rules in order to protect business information, business and commercial secrets and to prevent possible damage from the disclosure or unauthorized leak of business information and possible illegal use of such information by any interested persons.

7.8. The Company's executive bodies shall maintain a reliable procedure for preparation, approval and control of the content and terms of information to be disclosed, an adequate system for storing documents of the Company, the functionality and integrity of the information resources.

7.9. Employees of the Company responsible for public and investor relations in connection with their business duties shall provide simultaneous access to material information about the Company's operations to be disclosed to all interested persons and shall make efforts to refute inaccurate information in the event its dissemination can cause damage to the Company and its shareholders

7.10. In the event of violations of the current law on the disclosure of information and these Provisions, causing damage to the Company and/or its shareholders, members of managerial bodies and/or officers of the Company responsible for such violations may be subject to disciplinary, civil or administrative sanctions, or prosecution.