

**APPROVED BY**

the Joint General Meeting of the Shareholders  
(extraordinary)  
of OJSC North-West Telecom  
Minutes No. 01-03 of 14 February 2003

Chairman, General Meeting of the Shareholders:

A.A.Sysoev

**PROVISION ON THE MANAGING BOARD**

(Draft 02 – 03 )

**(With amendments and supplements No.1 of 05.07.04)**

**NORTH-WEST TELECOM**  
**Open Joint Stock Company**

---

**1. GENERAL PROVISIONS**

1.1. The present Provision on the Managing Board (hereinafter referred to as the Provision) in accordance with Civil Code of the Russian Federation, the Federal Law on Corporations and the Company's Charter shall determine the date and procedure for convening and holding of the Managing Board sessions as well as the decision-making procedure.

1.2. The Managing Board is a collegiate executive body of the Company managing the Company's current activity.

**2. PURPOSE AND PRINCIPLES OF THE COMPANY'S ACTIVITY**

2.1. Purpose of the Managing Board activity is to ensure an efficient operation of the Company.

2.2. For realization of the purpose of activity the Managing Board shall be guided by the following principles:

- urgently take the most objective decisions in the interests of the Company and its shareholders;
- conscientious, timely and effective execution of resolutions of the General Meeting of the Shareholders and the Board of Directors of the Company.

**3. CHAIRMAN OF THE MANAGING BOARD**

3.1. Functions of the Chairman of the Company's Managing Board shall be exercised by the person acting as a sole executive body of the Company.

3.2. Chairman of the Managing Board shall organize sessions of the Managing Board, take chair at them, sign all the documents on behalf of the Company and minutes of the Managing Board meetings, act without a power of attorney on behalf of the Company in accordance with the Managing Board resolutions taken within its competence.

3.3. In the absence of the Managing Board Chairman, if it is necessary to urgently take decisions on certain matters, the person acting as the General Manager shall organize the Managing Board meeting, take chair at it and sign the minutes of the meeting.

**4. SECRETARY OF THE MANAGING BOARD**

4.1. Secretary of the Managing Board shall be nominated by the Managing Board members at the first meeting by the majority of votes of the Managing Board members attending the meeting.

4.2. Managing Board has the right at any time to relieve the Managing Board Secretary from his duties and to nominate a new Secretary of the Managing Board.

4.3. In case of the absence of the Managing Board Secretary, the execution of his duties shall be imposed on another person by the majority of votes of the Managing Board members attending the meeting.

4.4. Secretary of the Managing Board has the right to:

4.4.1. request from the Company's officials the information and documents necessary for preparing the materials on the agenda items of the Managing Board meeting;

4.4.2. receive remuneration for execution of his duties and compensation of the expenses related to the execution of functions of the Managing Board Secretary in the amounts and following the procedure determined by resolution of the Managing Board.

4.5. Secretary of the Managing Board shall:

4.5.1. keep and draw up the minutes of the Managing Board meetings;

4.5.2. keep records and store the incoming documents and copies of outgoing documents of the Managing Board;

4.5.3. inform members of the Managing Board on holding the Managing Board meetings in accordance with the procedure and within time limits determined by the present Provision;

4.5.4. provide to members of the Managing Board the materials necessary for consideration of the agenda items of the Managing Board meetings in accordance with the procedure and within the time limits determined by the present Provision;

**NORTH-WEST TELECOM**  
**Open Joint Stock Company**

---

4.5.5. perform other functions provided for by the present Provision.

**5. MEETING OF THE MANAGING BOARD**

5.1. Meetings of the Managing Board can be held in the form of joint presence (including the use of conference telecommunications) or absentee voting.

5.2. Meetings of the Managing Board shall be held regularly and in accordance with the job schedule approved at the Managing Board meeting. If necessary, the Managing Board shall consider the matters not included into the job schedule.

5.3. A meeting of the Managing Board shall be convened by the Managing Board Chairman on his own initiative or on request of one of members of the Managing Board of the Company.

5.4. The Managing Board Secretary shall inform the Managing Board members in an arbitrary form of convocation of the Managing Board meeting, its form, venue and date (if the meeting is held in the form of joint presence), as well as on the agenda, at least 5 working days before the date of the meeting.

If it is necessary to urgently resolve any matter, the indicated period can be shortened.

Simultaneously with the notice, the Managing Board members shall receive all the necessary materials on the agenda items.

5.5. The quorum for a meeting of the Managing Board of the Company shall be at least one half of nominated members of the Managing Board.

Should the number of the Managing Board members become less than that constituting the indicated quorum, the Board of Directors of the Company shall take a resolution on determination of the quantitative composition and nomination of members of the Managing Board of the Company.

5.6. When decisions are taken by the Managing Board, the members of the Managing Board attending the meeting shall express their opinions on the agenda items by voting.

5.7. If a member of the Managing Board cannot attend the meeting in person, as well as in case of holding the meeting by absentee voting, the member of the Managing Board shall express his opinion on the agenda items in writing.

If the written opinion of the Managing Board member contains his voting, it shall be taken into account when determining the quorum and voting results.

A written opinion shall be presented by a member of the Managing Board before holding the Managing Board meeting, or, in case of holding the meeting as absentee voting, not later than on the final date for receiving written opinions from the Managing Board members.

The chairperson shall announce the written opinion of the Managing Board member non-attending the Managing Board meeting before starting voting of the agenda item on which this opinion has been presented.

5.8. Resolutions at the Managing Board meetings shall be taken by the majority of votes of the Company's Managing Board members attending the meeting.

5.9. When resolving matters at the Managing Board meeting each member of the Managing Board shall have one vote.

Transfer of the voting right by a member of the Managing Board to another person, including other member of the Managing Board, is not allowed.

In case of parity of votes of the Company's Managing Board members in taking decisions, the Managing Board Chairman shall have right of the casting vote.

5.10. The Managing Board Secretary shall keep the minutes at the Managing Board meeting.

The minutes of the Managing Board meeting shall be drawn up within 3 days after holding it.

The minutes of the meeting shall contain:

- the form of holding the meeting;
- venue and date of the meeting (in case of holding the meeting in the form of joint presence);
- persons attending the meeting;
- form of participation of each Managing Board member in the meeting held in the form of joint presence (personal presence at the meeting, participation in the conference telecommunications, drawing-up of a written opinion) ;

**NORTH-WEST TELECOM**  
**Open Joint Stock Company**

---

- agenda of the meeting;
- matters put to the vote and voting results on them;
- resolutions taken.

Minutes of the Managing Board meeting shall be signed by the person taking chair at the meeting and the Managing Board Secretary.

The Company shall store the minutes of the Managing Board meetings at the place of business of its executive body in accordance with the procedure and within the time periods determined by the federal executive body for the securities market. If such time periods have not been established, the Company shall permanently store the minutes of the Managing Board meetings.

The Company shall ensure to the members of the Board of Directors, the Auditing Committee, the Company Auditor as well as to the shareholders jointly owning at least 25 of the Company's voting shares, access to the minutes of the Managing Board meetings.

**6. REMUNERATION TO MEMBERS OF THE MANAGING BOARD AND  
COMPENSATION OF EXPENSES RELATED TO EXECUTION OF THEIR DUTIES**

6.1. Members of the Managing Board of the Company during the period of execution of their duties shall receive a remuneration and compensation of the expenses related to the execution of functions of the Managing Board members.

**6.2. The amount and procedure of determining the remuneration as well as its distribution between the members of the Managing Board shall be determined by resolution of the Board of Directors of the Company.**

**(Amendments and supplements No.1 of 05.07.04.)**

6.3. Members of the Managing Board have the right to participate in the optional programs realized by the Company.

**(Amendments and supplements No.1 of 05.07.04)**

**7. PROCEDURE OF APPROVAL OF THE PROVISION AND AMENDMENTS TO IT**

7.1. The present Provision shall be approved by the General Meeting of the Shareholders by the majority of votes of the shareholders owning voting shares of the Company.

7.2. The present Provision can be supplemented and amended by the General Meeting of the Shareholders by the majority of votes of the shareholders owning voting shares of the Company.

7.3. If due to changes in the legislation of the Russian Federation or the Company's Charter certain clauses of the present Provision would contradict it, the Provision shall be applied in the part that does not contradict the current legislation and the Company's Charter.