



Annex 23

A MODEL POWER OF ATTORNEY FOR A LEGAL ENTITY

MODEL POWER OF ATTORNEY

The city of _____ Date [*in words*]

With this Power of Attorney I, _____ [full legal name], the General Director of of the Open Joint Stock Company «_____» (hereinafter the «Grantor»),¹⁷⁰ acting under the Charter and on behalf of the Grantor, owning _____ [*number in words*] common shares, state registration № _____, each having the nominal value of RUR _____,

hereby appoint _____ [full legal name], passport number _____, issued on _____ «____» _____200__ by _____ [*issuing authority*], residing at _____ [full legal address],

as Proxy with the power and authority to represent the interests of the Grantor at the next General Shareholders Meeting (hereinafter the GMS) of the Open Joint Stock Company “_____,” to be held after the date of execution of this Power of Attorney, including the power to:¹⁷¹

1. Participate in discussions regarding all of the agenda items;
2. Receive information and materials made available to shareholders of record;

¹⁷⁰ During the GMS, the representatives are frequently required to submit documents to verify their membership in the governing body of the company that has issued the power of attorney. However, in those cases when the person who signed the power of attorney is registered in the shareholders register, such requirement is illegal (see Resolution No. F09-126/02-GK, the Federal Court of Appeals of Urals District, 13 February 2002).

¹⁷¹ A power of attorney may also include detailed instructions regarding how to vote on each issue of the agenda.



3. Make statements and submit proposals to the governing bodies of the Company and the working bodies of the GMS;
4. Receive from _____ [*name of the authorized person of the company*] all documents relevant to conducting said GMS;
5. Vote all shares owned by the Grantor as to all issues on the agenda; and
6. Take any other actions as may be appropriate and consistent with representing the interests of the Grantor pursuant to the terms and conditions of this Power of Attorney.

This Power of Attorney is not transferable, and is being issued for the term of _____ months from its date of execution.

_____ (*Signature of the General Director*)

Appendix:¹⁷²

1. A copy of the charter of the Grantor.
2. A copy of the minutes of the _____ [*meeting of the relevant body*] on the election of _____ the General Director of the Grantor; and
3. An excerpt from the shareholder register on the ownership of company shares.

¹⁷² This is not required by the Company Law, however to avoid complications with gaining admittance to the GMS, it is recommended to have these documents available together with the power of attorney.