# RULES
# On Preparation and the Holding of the Meetings of the Board of Directors of KAMAZ Publicly Traded Company

## 1. General

1.1. The Rules on Preparation and the Holding of the Meetings of the Board of Directors of KAMAZ Publicly Traded Company (hereinafter referred to as the Rules) shall stipulate the requirements, additional to the Terms of Reference on the Board of Directors of KAMAZ Publicly Traded Company (hereinafter referred to as the Company), applying to the procedure of preparing and holding the meetings of the Company's Board of Directors, as well as supplementary requirements applying to the procedure of keeping the minutes of the meeting of the Company's Board of Directors.

1.2. The Rules have been designed pursuant to the law of the Russian Federation, the Charter of the Company, the Terms of Reference on the Company's Board of Directors, the Terms of Reference on the Company's Corporate Secretary and shall be approved by the Board of Directors of the Company.

## 2. Preparation of the Meeting of the Company's Board of Directors

2.1. The Corporate Secretary of the Company shall ensure that the date, place and the time for holding the meeting of the Company's Board of Directors is agreed with the Chairman of the Company's Board of Directors and that the draft resolution to hold the meeting is prepared.

2.2.Within the time period established by the Terms of Reference on the Company's Board of Directors and the resolution of the Chairman of the Company's Board of Directors, the Corporate Secretary of the Company shall ensure that the notification is sent out and explanatory notes as well as all the necessary materials are gathered.

2.3. The Corporate Secretary of the Company shall ensure that the Committees of the Board of Directors consider the matters subject to preliminary review in accordance with the Terms of Reference on the Committees of the Company's Board of Directors.

## 3. Holding of the Meetings of the Company's Board of Directors

3.1. The agenda of the meeting of the Company's Board of Directors shall be approved at the meeting of the Company's Board of Directors.

3.2. Prior to approving the agenda of the meeting, the Company's Board of Directors shall be entitled to delete the agenda items proposed for the draft agenda, given that there is an oral or written declaration by the initiators of the agenda items to the effect that the items are to be deleted from the agenda.

3.3. If necessary, the meeting of the Company's Board of Directors can be adjourned given the consent of all those members of the Company's Board of Directors who are in attendance without passing decisions on the agenda items.

3.4. Participating in the meetings of the Company's Board of Directors shall be the members of the Company's Board of Directors, the Company's Corporate Secretary and the persons to be invited to the meeting of the Company's Board of Directors on each of the items under consideration.

3.5. Invited to the meetings of the Company's Board of Directors can be officials of the government authorities, members of the Company's Management Board, the Chairman of the Company's Auditing Board, employees of the Company and other persons. The Corporate Secretary of the Company shall submit to the members of the Company's Board of Directors a list of the invitees before the meeting begins.

The Chairman of the Company's Board of Directors, if necessary, can put to vote the person-by-person makeup of those invited to the meeting.

3.6. In the course of the meeting of the Company's Board of Directors, the Chairman of the Company's Board of Directors:

- in accordance with the information furnished by the Company's Corporate Secretary, shall make the members of the Company's Board of Directors aware of existence/lack of the quorum;
- shall officially open the meeting of the Company's Board of Directors;
- shall take action aimed at convening a new meeting of the Company's Board of Directors in case there is no quorum for the meeting and shall arrange for those absent to be informed of the decision taken;
- shall point out that it is possible to change the sequence in consideration of the agenda items of the meeting, to change the agenda of the meeting as a whole;
- shall make sure that the agenda of the meeting of the Company's Board of Directors is finally approved and, based on the results of the approval, shall make known to the Company's Board of Directors the official agenda of the meeting;
- shall control, during the meeting proceedings, compliance with the requirements applying to the procedure of the Company Board of Directors' operation as foreseen by the existing law, the Charter of the Company, the Terms of Reference on the Company's Board of Directors and the present Rules;
- shall give the floor to the speakers, who are to make a speech and who wish to retort or repartee;
- shall keep account of the written opinions of the Company Board of Directors' members in respect of the relevant draft resolution (draft resolutions) of the Company's Board of Directors;
- shall put to vote, in the sequence in which they were submitted, the draft resolutions proposed by the members of the Company's Board of Directors at the meeting and/or in the process of its preparation;
- shall announce officially the decision taken by the Company's Board of Directors at the meeting of the Company's Board of Directors;
- shall officially close the meeting of the Company's Board of Directors;
- shall organize the keeping of the minutes of the meeting of the Company's Board of Directors;
- shall sign the minutes of the meeting of the Company's Board of Directors.

3.6. At the meetings of the Company's Board of Directors, the time limit for speeches shall be 10 minutes, for co-speeches and speeches during the debate, the time limit shall be up to 5, for presenting reference information, the time limit shall be up to 3 minutes. Should it be necessary, the Chairman of the Company's Board of Directors at the meeting can change the time limit for speeches.

Participants in the meetings and the persons invited to the meeting can speak in the debate (no more than twice on each agenda item), make proposals, make remarks, provide reference information on the subject of the agenda items under discussion. Debate is to end at the suggestion of the Chairman of the Company's Board of Directors or the members of the Company's Board of Directors.

3.7. After the speech is over and the discussion of the agenda item is over, decision making thereon shall proceed by voting, which shall be carried out by raising hands by

those members of the Company's Board of Directors who are attending the meeting.

3.8. The Chairman of the Company's Board of Directors may put to vote both the draft resolutions sent out as part of the briefing materials package and also the draft resolutions proposed to the members of the Company's Board of Directors in the course of the discussion of an agenda item.

3.9. In case, at the meeting, on the agenda item, a draft resolution was proposed which was different from the draft resolution which had been sent out as part of the briefing materials package, and the number of the members of the Company's Board of Directors required for decision making who were participating in the meeting in person and by means of conference call, voted for such newly proposed draft resolution, then the draft resolution which had been sent out as part of the briefing materials package shall not be put to vote, while the members of the Company's Board of Directors who had presented their written opinions, shall be considered as not having taken part in the vote on this agenda item.

3.10. If the Chairman of the Company's Board of Directors submits for voting two and more draft resolutions on the agenda item, then for each of them the members of the Company's Board of Directors shall be offered to choose one of the voting options expressed in such wordings as «FOR», «AGAINST» or «ABSTAIN». At the same time, the voting option «FOR» can be selected by a member of the Company's Board of Directors with respect to only one of the draft resolutions submitted for decision making on the agenda item.

## 4. Keeping of the Minutes of the Company's Board of Directors

4.1. Departure or arrival of the members of the Company's Board of Directors during the meeting of the Company's Board of Directors shall be reflected in the minutes of the meeting of the Company's Board of Directors with a notation regarding existence of the quorum.

4.2. Non-participation by a member of the Company's Board of Directors in the vote shall be reflected in the minutes of the meeting, however this shall not affect determination of the meeting quorum.

4.3. The Chairman of the Company's Board of Directors shall take measures aimed at taking into account the opinion of each member of the Company's Board of Directors in the minutes of the meeting of the Company's Board of Directors.

## 5. Operation of the Rules. Procedure of Introducing Amendments and Addenda to the Rules

5.1. Amendments and addenda to the present Rules can be introduced by resolution of the Company's Board of Directors.

The Company's Board of Directors can terminate the operation of the present Rules and approve the new Rules on Preparation and the Holding of the Meetings of the Board of Directors of KAMAZ Publicly Traded Company.

5.2. In the case of contradiction between the norms of the law of the Russian Federation and those of the present Rules, the norms of the existing law of the Russian Federation shall apply.