

REFERENCE TRANSLATION

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Results of the extraordinary shareholders meeting 2024

[Original document](#)

at the general meeting of shareholders of CJSC "Nizhegorodpodvodstroy" (hereinafter, the Company).

Full corporate name of the Company: Closed Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works".

Company location: 603163, Nizhny Novgorod Region, Nizhny Novgorod, 6 Grebnoy Canal Embankment.

Company address: 603163, Nizhny Novgorod Region, Nizhny Novgorod, 6 Grebnoy Canal Embankment.

Postal address for completed ballots sent or potentially sent: 603163, Nizhny Novgorod Region, Nizhny Novgorod, 6 Grebnoy Canal Embankment.

Venue of the general meeting: Nizhny Novgorod, 6 Grebnoy Canal Embankment.

Type of general meeting: Extraordinary.

Form of the general meeting: Meeting.

Date of the general meeting: 15 January 2024.

Record date for persons entitled to participate in the general meeting: 21 December 2023.

Full corporate name of the registrar acting as the counting commission: Joint-Stock Company "Novy Registrator", Nizhny Novgorod branch.

Registrar location: Russian Federation, Moscow.

Registrar address: 603000, Nizhny Novgorod, 6a Varvaskaya Street.

Authorized representative of the registrar: Tatyana Anatolyevna Grishina.

Chairperson of the general meeting: Alexander Mikhailovich Kozlovikov.

Secretary of the general meeting: Marina Gennadyevna Yurchuk.

Agenda of the general meeting

1. Approval of the Company's execution of a major related-party transaction.
2. Approval of the Company's execution of a related-party transaction.
3. Approval of the Company's execution of a related-party transaction.
4. Approval of the Company's execution of a related-party transaction.
5. Approval of the Company's execution of a related-party transaction.
6. Approval of the Company's execution of a related-party transaction.
7. Approval of the new version of the Company's Articles of Association.

Voting results on the agenda items:

1. Approval of the Company's execution of a major related-party transaction.

Information on participation in the general meeting of shareholders — holders of voting shares**:

Number of votes held by persons included in the list of persons entitled to participate in the general meeting, on this agenda item of the general meeting:	3 228 740
Number of votes attributable to the Company's voting shares on this matter of the agenda of the general meeting, determined taking into account the provisions of clause 4.24 of the Regulation approved by the Bank of Russia dated 16.11.2018 No. 660-П:	3 228 740
Number of votes held by persons who participated in the general meeting, on this agenda item of the general meeting:	2 557 184
Quorum present:	Present (79,201%)

Information on participation in the general meeting of shareholders — holders of voting shares, not interested in the transaction**:

Number of votes held on this matter by persons not interested in a transaction concluded by the Company, who participated in the general meeting:	113 144
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Voting results on the agenda item:

Voting results on the agenda item for shareholders holding voting shares who participated in the general meeting of shareholders**:						
	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	2 557 184	2 509 329	19 308	28 547	0	0
%	100,000	98,129	0,755	1,116	0,000	0,000
Voting results on the agenda item for shareholders holding voting shares and having no interest in the transaction who participated in the general meeting of shareholders**:						
	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	113 144	65 289	19 308	28 547	0	0
%	100,000	57,704	17,065	25,231	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a major related-party transaction by the Company, namely a real-estate sale and purchase agreement on the following material terms:

• Parties:

– Seller: Closed Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works" (OGRN 1025203014187, INN 5260000795);

– Buyer: Limited Liability Company "Company VID" (OGRN 1081841007038, INN 1841000120);

• Subject: a non-residential structure — a quay wall at 6 Grebnoy Canal Embankment, Nizhegorodsky District, Nizhny Novgorod, with a footprint of 1770.7 m² and a length of 109 m; cadastral number 52:18:0060275.96.

• Transaction price: 26 693 836 (twenty-six million six hundred ninety-three thousand eight hundred thirty-six) rubles 22 kopecks.

Other terms are determined by the sale and purchase agreement for the above property.

Interested parties and grounds:

• Company VID LLC is the controlling entity of Nizhegorodpodvodstroy CJSC and a party to the transaction;

• Andrey Valeryevich Kukushkin is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and exercises the functions of the sole executive body of Company VID LLC;

• Alexander Mikhailovich Kozlovikov is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and the controlling person of Company VID LLC.

2. Approval of a related-party transaction by the Company.

Quorum information for the agenda item ****:

Number of votes held on this item by persons with no interest in the transaction who participated in the general meeting:	113 144
Quorum:	Present

Voting results on the agenda item:

	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	113 144	65 289	19 308	28 547	0	0
%	100,000	57,704	17,065	25,231	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a related-party transaction by the Company, namely a real-estate sale and purchase agreement on the following material terms:

• Parties:

– Seller: Closed Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works" (OGRN 1025203014187, INN 5260000795);

– Buyer: Limited Liability Company "Company VID" (OGRN 1081841007038, INN 1841000120);

• Subject: non-residential premises — an entrance checkpoint at Nizhny Novgorod,

Nizhegorodsky District, 6 Grebnoy Canal Embankment, with a footprint of 30.7 m²; cadastral number 52:18:0060275:90.

• Transaction price: 945 004 (nine hundred forty-five thousand four) rubles 02 kopecks.

Other terms are determined by the sale and purchase agreement for the above property.

Interested parties and grounds:

- Company VID LLC is the controlling entity of Nizhegorodpodvodstroy CJSC and a party to the transaction;
- Andrey Valeryevich Kukushkin is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and exercises the functions of the sole executive body of Company VID LLC;
- Alexander Mikhailovich Kozlovikov is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and the controlling person of Company VID LLC.

3. Approval of the Company's execution of an interested-party transaction.

Quorum information for the agenda item ****:

Number of votes held on this item by persons with no interest in the transaction who participated in the general meeting:	113 144
Quorum:	Present

Voting results on the agenda item:

	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	113 144	65 289	19 308	28 547	0	0
%	100,000	57,704	17,065	25,231	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a related-party transaction by the Company, namely a real-estate sale and purchase agreement on the following material terms:

• Parties:

– Seller: Closed Joint-Stock Company "Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works" (OGRN 1025203014187, INN 5260000795);

– Buyer: Limited Liability Company "Company VID" (OGRN 1081841007038, INN 1841000120);

• Subject: a non-residential structure — a sewer system at 6 Grebnoy Canal Embankment, Nizhegorodsky District, Nizhny Novgorod, with a length of 618 m; cadastral number 52:18:0060218:155.

• Transaction price: 10 823 664 (ten million eight hundred twenty-three thousand six hundred sixty-four) rubles 36 kopecks.

Other terms are determined by the sale and purchase agreement for the above property.

Interested parties and grounds:

- Company VID LLC is the controlling entity of Nizhegorodpodvodstroy CJSC and a party to the transaction;
- Andrey Valeryevich Kukushkin is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and exercises the functions of the sole executive body of Company VID LLC;
- Alexander Mikhailovich Kozlovikov is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and the controlling person of Company VID LLC.

4. Approval of an interested-party transaction by the Company.

Quorum information for the agenda item ****:

Number of votes held on this item by persons with no interest in the transaction who participated in the general meeting:	113 144
Quorum:	Present

Voting results on the agenda item:

	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	113 144	65 289	19 308	28 547	0	0
%	100,000	57,704	17,065	25,231	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a related-party transaction by the Company, namely a real-estate sale and purchase agreement on the following material terms:

• Parties:

– Seller: Closed Joint-Stock Company “Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works” (OGRN 1025203014187, INN 5260000795);

– Buyer: Limited Liability Company “Company VID” (OGRN 1081841007038, INN 1841000120);

• Subject: a non-residential structure — bank protection works at 6 Grebnoy Canal Embankment, Nizhegorodsky District, Nizhny Novgorod, with a length of 200 m; cadastral number 52:18:0060218:154.

• Transaction price: 9 591 000 (nine million five hundred ninety-one thousand) rubles.

Other terms are determined by the sale and purchase agreement for the above property.

Interested parties and grounds:

• Company VID LLC is the controlling entity of Nizhegorodpodvodstroy CJSC and a party to the transaction;

• Andrey Valeryevich Kukushkin is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and exercises the functions of the sole executive body of Company VID LLC;

• Alexander Mikhailovich Kozlovikov is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and the controlling person of Company VID LLC.

5. Approval of an interested-party transaction by the Company.

Quorum information for the agenda item ****:

Number of votes held on this item by persons with no interest in the transaction who participated in the general meeting:	113 144
Quorum:	Present

Voting results on the agenda item:

	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	113 144	65 289	19 308	28 547	0	0
%	100,000	57,704	17,065	25,231	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a related-party transaction by the Company, namely a real-estate sale and purchase agreement on the following material terms:

• Parties:

– Seller: Closed Joint-Stock Company “Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works” (OGRN 1025203014187, INN 5260000795);

– Buyer: Limited Liability Company “Company VID” (OGRN 1081841007038, INN 1841000120);

• Subject: a non-residential hydraulic engineering structure — a pipe-launching slipway at 6 Grebnoy Canal Embankment, Nizhegorodsky District, Nizhny Novgorod, with a building footprint of 2606,3 m² and a length of 120 m; cadastral number 52:18:0000000:28500.

• Transaction price: 9 591 000 (nine million five hundred ninety-one thousand) rubles.

Other terms are determined by the sale and purchase agreement for the above property.

Interested parties and grounds:

• Company VID LLC is the controlling entity of Nizhegorodpodvodstroy CJSC and a party to the transaction;

• Andrey Valeryevich Kukushkin is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and exercises the functions of the sole executive body of Company VID LLC;

• Alexander Mikhailovich Kozlovikov is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and the controlling person of Company VID LLC.

6. Approval of an interested-party transaction by the Company.

Quorum information for the agenda item ****:

Number of votes held on this item by persons with no interest in the transaction who participated in the general meeting:	113 144
Quorum:	Present

Voting results on the agenda item:

	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	113 144	65 289	19 308	28 547	0	0
%	100,000	57,704	17,065	25,231	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a related-party transaction by the Company, namely a real-estate sale and purchase agreement on the following material terms:

• Parties:

– Seller: Closed Joint-Stock Company “Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works” (OGRN 1025203014187, INN 5260000795);

– Buyer: Limited Liability Company “Company VID” (OGRN 1081841007038, INN 1841000120);

• Subject: a non-residential structure — a boiler house at 6 Grebnoy Canal Embankment, Nizhegorodsky District, Nizhny Novgorod, with an area of 182,1 m²; cadastral number 52:18:0060275:91.

• Transaction price: 3 835 809,03 (three million eight hundred thirty-five thousand eight hundred nine) rubles 03 kopecks.

Other terms are determined by the sale and purchase agreement for the above property.

Interested parties and grounds:

• Company VID LLC is the controlling entity of Nizhegorodpodvodstroy CJSC and a party to the transaction;

• Andrey Valeryevich Kukushkin is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and exercises the functions of the sole executive body of Company VID LLC;

• Alexander Mikhailovich Kozlovikov is a member of the Board of Directors of Nizhegorodpodvodstroy CJSC and the controlling person of Company VID LLC.

7. Approval of the Company's Charter as amended.

Quorum information for the agenda item:

Number of votes held by persons on the list of persons entitled to participate in the general meeting, on this agenda item:	3 228 740
Number of votes attributable to the Company's voting shares on this agenda item, determined under clause 4.24 of the Regulation approved by the Bank of Russia on 16.11.2018, No. 660-P:	3 228 740
Number of votes held by persons who participated in the general meeting, on this agenda item:	2 557 184
Quorum:	Present (79,201%)

Voting results on the agenda item:

	Total	For	Against	Abstained	Invalid and uncounted*	Did not vote
Votes	2 557 184	2 509 329	19 308	28 547	0	0
%	100,000	98,129	0,755	1,116	0,000	0,000

Resolution adopted by the general meeting on the agenda item:

Approve a new version of the Company's Articles of Association. The draft forms part of the information (materials) to be provided to persons entitled to participate in the general meeting during preparations for that meeting. The new version brings the Articles into compliance with Chapter 4 of the Civil Code of the Russian Federation, as amended by Federal Law No. 99-FZ of 05.05.2014, including a change in the Company's name:

– Full corporate name in Russian: Joint-Stock Company “Nizhny Novgorod Expeditionary Unit for Underwater Engineering and Emergency Rescue Works”;

– Abbreviated corporate name in Russian: JSC “Nizhegorodpodvodstroy”.

* Invalid and not counted on other grounds stipulated by the Regulation approved by the Bank of Russia dated 16.11.2018 No. 660-П.

** In accordance with Clause 5, Article 79 of the Federal Law “On Joint-Stock Companies” dated 26.12.1995 No. 208-ФЗ, if a major transaction, the subject matter of which is property whose value exceeds 50 percent of the book value of the company's assets, determined according to the data of its accounting (financial) statements as of the latest reporting date, simultaneously constitutes a transaction in the making of in which there is an interest, a decision to consent to a major transaction is deemed adopted if three quarters of the votes are cast for it

votes of voting shareholders participating in the general meeting of shareholders, and a majority of the votes of all voting shareholders participating in that meeting who are not interested in the transaction.

If a major transaction concerns property valued at 25 to 50 percent of the book value of the Company's assets, determined according to its accounting (financial) statements as at the latest reporting date, and is also a related-party transaction, then under Clause 5, Article 79 of Federal Law No. 208-FZ of 26.12.1995 "On Joint-Stock Companies" and Clause 17 of Resolution No. 27 of the Plenum of the Supreme Court of the Russian Federation of 26 June 2018 "On Challenging Major Transactions and Related-Party Transactions", consent to the major transaction is deemed given if approved by a majority of the votes of voting shareholders participating in the general meeting, and by a majority of the votes of all participating voting shareholders who are not interested in the transaction.

**** В соответствии с п.4 ст.83 Федерального закона "Об акционерных обществах" от 26.12.1995 N 208-ФЗ общее собрание акционеров при принятии решения по данному вопросу считается правомочным независимо от числа не заинтересованных в совершении соответствующей сделки акционеров - владельцев голосующих акций общества, принимающих в нем участие.

Chairperson at the meeting

/Kozlovikov A.M./

Secretary of the meeting

/Yurchuk M.G./



SOURCE TEXT REFERENCE

6: **** In accordance with Clause 4, Article 83 of Federal Law No. 208-FZ "On Joint-Stock Companies" dated 26.12.1995, the general meeting of shareholders, when adopting a decision on this matter, shall be deemed competent regardless of the number of shareholders holding the Company's voting shares who are not interested in the transaction concerned and who participate therein.