

CONSTITUTION

OF

GTLK EUROPE DESIGNATED ACTIVITY COMPANY

MEMORANDUM OF ASSOCIATION



6280747

1. The name of the Company is GTLK EUROPE DESIGNATED ACTIVITY COMPANY.
2. The company is a designated activity company limited by shares, that is to say a private company limited by shares registered under Part 16 of the Companies Act 2014.
3. The objects for which the Company is established are:
  - 3.1 To acquire whether by purchase, hire, charter, lease, demise, exchange or otherwise and to hold and/or own aircraft of any type or kind, helicopters, ships, vessels, crafts, engines, vehicles, machines and equipment of all kinds or any interest therein.
  - 3.2 To undertake and carry on, in Ireland or elsewhere, any other trading, mercantile, commercial or manufacturing business or operations which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property and rights for the time being.
  - 3.3 To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.
  - 3.4 To amalgamate with any other Company.
  - 3.5 To apply for, purchase or otherwise acquire any patents brevets d'invention, licences, concessions and the like conferring any exclusive or non exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
  - 3.6 To enter into partnerships or into any arrangements for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
  - 3.7 To take, purchase or otherwise acquire and hold shares and other interests in, or securities in any company including the Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.



- 3.8 To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- 3.9 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit directors and ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances and to do any acts or things or make any arrangements or provisions enabling employees of the Company or other persons aforesaid to become shareholders in the Company or otherwise to participate in the profits of the Company upon such terms and in such manner as the Company thinks fit, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, or any other object whatsoever which the Company may think advisable.
- 3.10 To promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- 3.11 Generally to purchase, take on, lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- 3.12 To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- 3.13 To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- 3.14 To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, manufactories, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- 3.15 To invest and to deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- 3.16 To lend and advance money or give credit to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee, support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of



the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of the premiums interest and dividends on any securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any Company which is for the time being the Company's holding company as defined by Section 8 of the Companies Act 2014 or another subsidiary as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business.

- 3.17 As an object of the Company and as a pursuit in itself or otherwise and whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure or for any other purpose whatsoever, to engage in currency exchange, interest rate and commodity transactions, derivative transactions and any other financial or other transactions of whatever nature in any manner and on any terms and for any purposes whatsoever, including, without prejudice to the generality of the foregoing, any transaction for the purpose of, or capable of being for the purposes of, avoiding, reducing, minimising, hedging against or otherwise managing the risk of any loss, cost, expense, or liability arising, or which may arise, directly or indirectly, from a change or changes in any interest rate or currency exchange rate or in the price or value of any property, asset, commodity, index or liability or from any other risk or factor affecting the Company's business, including but not limited to dealings whether involving purchases, sales or otherwise in foreign currency, spot and/or forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any such other foreign exchange or interest rate or commodity or other hedging arrangements and such other instruments as are similar to, or derived from, any of the foregoing.
- 3.18 To give credit to or to become surety or guarantor for any person or Company, and to give all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations and the payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stocks, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any Company which is for the time being the Company's holding company as defined by Section 8 of the Companies Act 2014, or any statutory modification or re-enactment thereof or another subsidiary as defined by the said Section of the Company's holding company or a subsidiary of the Company or otherwise associated with the Company in business.
- 3.19 To borrow or raise money either without security or secured in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise, by mortgage or other security charged upon all or any of the Company's property both present and future, including its uncalled capital and to purchase, redeem or pay off any such securities.
- 3.20 To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital or any debentures, debenture stock or



other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- 3.21 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.22 To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
- 3.23 To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- 3.14 To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the Press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- 3.25 To obtain any Act of the Oireachtas or Provisional Order, for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 3.26 To procure the Company to be registered or recognised in any country or place.
- 3.27 To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
- 3.28 To promote freedom of contract, and to resist, insure against, counteract and discourage interference therewith, to join any lawful Federation, Union or Association, or to do any lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company's or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike, movement or organisation which may be thought detrimental to the interests of the Company or its employees and to subscribe to any association or fund for any such purpose.
- 3.29 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 3.30 To distribute any of the property of the Company in specie among the members.
- 3.31 To do all such other things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

**Note:** It is hereby declared that the word "Company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland





or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in nowise limited to or restricted by reference to or inference from, the terms of any other paragraph.

**PROVIDED ALWAYS** that the provisions of the clause shall be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

4. The liability of the members is limited.
5. The Share Capital of the Company is €10,000 divided into 100 Ordinary shares of €100 each.

The shares forming the capital (increased or reduced) may be increased or reduced and be divided into such classes, and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital voting or other special incidents, and be held upon such terms as may be attached thereto as may from time to time be provided by the Original or any substituted or amended Constitution of the Company for the time being, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions of the Company's Constitution for the time being.



We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the company set opposite our respective names.

---

Name, Address and Description of Subscriber	Number of shares taken by each Subscriber
OJSC "State transport leasing company" Building 1 31A Leningradskiy prospect, Moscow, Russia, 125284,	100

---

Limited Company

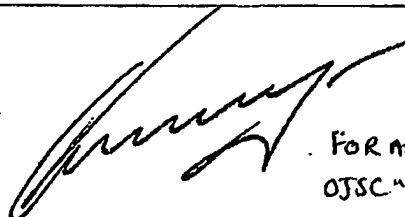
---

Total Number of Shares Taken

100

*Vitaly Saduykov*

Dated this *24* day of April 2012



FOR AND ON BEHALF OF  
OJSC "STATE TRANSPORT LEASING COMPANY"

Witness to the above signature:

*Ergeny Sharanov*  
*61, 31A Leningradskiy prospect,*  
*Moscow, Russia, 125284*



## ARTICLES OF ASSOCIATION

### OF

## GTLK EUROPE DESIGNATED ACTIVITY COMPANY

### REGULATIONS

1. The provisions of the Companies Act 2014 (the "Act") are adopted.

### SHARE CAPITAL AND VARIATION OF RIGHTS

2. The Share Capital of the Company is €10,000 divided into 100 Ordinary shares of €100 each.
3. Subject to the provisions of the Act, any shares of any class or classes may be issued upon the terms that they are, or, at the option of the Company, are liable to be redeemed.

### ALLOTMENT OF SHARES

4. The Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purpose of Section 69 (4) of the Act) to such persons, at such times and on such terms as they think proper at the date on which the Company was incorporated. This authority shall expire five years after the date of incorporation of the Company but may be previously revoked or varied by the Company in general meeting and may be renewed by the Company in general meeting for a further period not exceeding five years from the date of such renewal. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be the number of authorised but unissued relevant securities in the capital of the Company from time to time.
5. The pre-emption provisions of sub-section (6), (9) and (10) of Section 69 of the Act shall not apply to any allotment by the Company.

### PURCHASE OF OWN SHARES

6. (a) Subject to the provisions of and to the extent permitted by the Act to any rights conferred on the holders of any class of shares and to the following paragraphs of this Article the Company may purchase any of its shares of any class and may cancel any shares so purchased and hold them as Treasury Shares (within the meaning of Section 109 of the Act) with liberty to re-issue any such share or shares as shares of any class or classes.  
  
(b) The Company shall not exercise any authority granted under Section 105 of the Act to make purchases of its own shares unless the authority required by such Section shall have been granted by special resolution of the Company.



- (c) The Company shall not be required to select the shares to be purchased on a pro rata basis or in any particular manner as between the holder of the shares of the same class or as between the holders of shares of different classes.

#### **FINANCIAL ASSISTANCE**

7. The Company may give any form of financial assistance which is permitted by Section 82 the Acts for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in the Company's holding company .

#### **LIEN**

8. The Company's first and paramount lien on every share called or payable at a fixed time in respect of that share and the extension of that lien to all dividends payable thereon shall not apply where any such shares have been mortgaged or charged by way of security in which event such lien shall rank behind any such security.

#### **TRANSFER OF SHARES**

9. An instrument of transfer of a share (other than a partly paid share) shall be executed by or on behalf of the transferor and the transferee.
10. Notwithstanding anything contained in these Articles, the Directors shall promptly register any transfer of shares and shall not suspend registration thereof where such transfer:-
- (i) is to any bank or institution to whom such shares have been charged by way of security or to any security trustee on behalf of any such bank or institution or to any nominee or any transferee of such bank or institution (a "Secured Party"); or
  - (ii) is delivered to the Company for registration by a Secured Party or its nominee in order to register the Secured Party as legal owner of the shares; or
  - (iii) is executed by a Secured Party or its nominee pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles or in any other agreement between the shareholders or any of them, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party or its nominee, and no Secured Party or its nominee, shall be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not. No resolution shall be proposed or passed the effect of which would be to delete or amend this regulation unless prior written notice thereof shall have been given to any such Secured Party by the Company.





## GENERAL MEETING

11. Subject to Section 194 (1) of the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more of such members (or their duly authorised representatives).
12. It shall not be necessary to give any notice of any adjourned meeting and Section 187(6) of the Act is modified accordingly.
13. Where any meeting of the Company is held at short notice pursuant to Section 181 (2) of the Act it shall be sufficient if the instrument appointing a proxy (and the power of attorney or other authority), if any, under which it is signed, or a notarially certified copy of such power or authority) is deposited with the Chairman of the meeting immediately upon the commencement of such meeting and Section 183(6) of the Act is amended accordingly.

## SINGLE MEMBER COMPANY

14. (i) If at any time all the issued shares of the Company are registered in the name of a sole person (whether a natural person or a body corporate), it will be a single-member company. If and so long as the company is a single-member company, the following provisions will apply notwithstanding anything to the contrary in these Articles:
  - (a) Annual General Meetings.
    - (i) The sole member may decide to dispense with the holding of annual general meetings. Such decision will be effective for the year in which it is made and subsequent years, but nevertheless the sole member or the auditors may require the holding of an annual general meeting in any such year in accordance with the Act.
    - (ii) Where a decision to dispense with the holding of an annual general meeting is in force, the accounts and the directors' and auditors' report that would otherwise be laid before an annual general meeting shall be sent to the sole member as provided in the provisions of the Act with regard to the annual return and the financial statements which apply by reference to the date of the annual general meeting will be construed as provided in the Act.
  - (b) Quorum at General Meetings.

The sole member, present in person or by proxy, is a sufficient quorum at a general meeting.

- (c) Resolutions of Shareholders

All matters requiring a resolution of the Company in general meeting (except the removal of the auditors from office) may be validly dealt with by a decision of the sole

---

member. The sole member must provide the Company with a written record of any such decision or, if it is dealt with by a written resolution under Section 196 (5) of the Act, with a copy of that resolution, and the decision or resolution shall be recorded and retained by the Company.

(d) Contracts with Sole Member

(i) Where the Company enters into a contract with the sole member which is not in the ordinary course of business and which is not in writing, and the sole member also represents the Company in the transaction (whether as a director or otherwise), the directors shall ensure that the terms of the contract are forthwith set out in a written memorandum or are recorded in the minutes of the next directors' meeting.

(ii) If and whenever the Company becomes a single-member company or ceases to be a single-member company, it shall notify the Registrar of Companies as provided in the Act.

### DIRECTORS

15. The number of Directors shall be not less than 4 and the quorum for the transaction of business at a meeting of directors shall be 3 directors. Decisions of the board shall require majority consent of all of the present directors to be passed.
16. A Director shall not require a share qualification but nevertheless shall be entitled to receive notice of and to attend and speak at any general meeting of or any separate meeting of the holders of any class of shares in the Company.
17. (a) Any Director may by writing under his hand appoint (i) any other Director, or (ii) any other person who is approved by the Board of Directors as hereinafter provided, to be his alternate and every such alternate (subject to his giving to the Company an address within the State or the United Kingdom of Great Britain and Northern Ireland at which notices may be served on him) shall be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him (other than the right to appoint an alternate hereunder) provided always that no such appointment of a person other than a Director shall be operative unless and until the approval of the Board of Directors by a simple majority of the whole Board shall have been given and entered in the Directors' Minute Book.  
  
(b) A Director may at any time revoke the appointment of any alternate appointed by him and subject to such approval as aforesaid appoint another person in his place and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine. An alternate Director shall not be counted in reckoning the maximum number of Directors allowed by the Constitution for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.  
  
(c) Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration paid to the Director appointing him and shall



consist of such portion of the last mentioned remuneration as shall be agreed between the alternate and the Director appointing him.

- (d) Any appointment or revocation by a Director under this Article shall be effected by notice in writing given under his hand and delivered to the Secretary or lodged at the registered office of the Company.
18. A Director present at a meeting of the Directors shall in addition to his own vote be entitled to one vote in respect of each other Director not present at the meeting who shall have authorised him in respect of such meeting to vote for such other Director in his absence. Any such authority may relate generally to all meetings of the Directors or to any specified meeting or meetings and must be in writing or by telefax, by cable or telegram or telex message, which must be presented to the Secretary for filing prior to or be produced at the first meeting at which a vote is to be cast pursuant thereto.
19. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or officers of the Company or of any such other company aforesaid and hold or have at any time held any salaried employment or office in the Company or such other company and the wives, widows, families and dependents of any such persons and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other company as aforesaid or of any such persons as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for any charitable or benevolent objects or for any exhibition or for any public general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director who holds or has held any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument to the extent and upon such terms as may for the time being be permitted or required by law.
20. The Directors shall have power at any time and from time to time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these regulations.
21. The office of a Director shall be vacated if the Director:-
- (a) is adjudged bankrupt in the State or in any part of the World or makes any arrangement or composition with his creditors generally;
  - (b) becomes the subject of a Restriction Order made under Section 819 of the Act;
  - (c) becomes the subject of a Disqualification Order made under Section 838 of the Act;
  - (d) in the opinion of all his co-Directors becomes incapable by reason of mental disorder of discharging his duties as Director;



- (e) resigns such office by notice in writing to the Company;
  - (f) is convicted of an indictable offence (other than an offence under the Road Traffic Acts for which he is not sentenced to imprisonment and actually imprisoned) unless the Directors otherwise determine; or
  - (g) is removed from office by a resolution duly passed pursuant to Section 146 of the Act or under the provisions or the next succeeding Article hereof.
22. In addition to and without prejudice to the provisions of the Act, the Company may by ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these regulations or in any agreement between the Company and such Director. Any such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company. The Company may, by ordinary resolution, appoint another person in place of any Director so removed from office.
23. Any Director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.
24. Any such resolution in writing may consist of several documents in the like form each signed by one or more of the Directors for the time being entitled to receive notice of meetings of the Directors.
25. Any Director or alternate Director may participate in a meeting of the Directors or any committee of the Directors by means of conference telephone or other telecommunications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute a presence in person at the meeting.
26. The directors may from time to time appoint one or more of themselves to be managing director or any other category of executive director for such period and on such terms as to remuneration or otherwise as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. Section 159 (1), (2) and (3) will not apply and Section 159 (4) and (5) will apply to all executive directors as it applies to a managing director.

#### **BORROWING POWERS**

27. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and any person to whom the same may be issued. Any debentures or debenture stock may be issued at a discount, premium or otherwise and with any special rights as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors or otherwise.

---



### NOTICES

28. Notices shall be given in accordance with Section 181 of the Act.
29. Every person who, by operation of law, transfer, or other means shall become entitled to any share shall be bound by every notice or other document which, previous to his name and address being entered on the register in respect of such share, shall have been given to the person in whose name the share shall have been previously registered.
30. Any notice or document sent by post to the registered address of any member in pursuance of these presents shall, notwithstanding that such member be then deceased, and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any share held by such member (whether solely or jointly with other person or persons) until some other person or persons be registered in his stead as the holder or joint holders thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or her executors or administrators, and all persons (if any) jointly interested with him or her in any such share.
31. The signature to any notice to be given by the Company may be written or printed.

### SEAL

32. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument of which the seal shall be affixed shall be signed by a Director and shall be counter-signed by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

### INDEMNITY

33. Subject to the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto.

### SECRECY

34. No member shall be entitled to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process which may relate to the conduct of the business of the Company, and which, in the opinion of the Directors, it would be inexpedient in the interests of the members of the Company to communicate to the public.



We, the several persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the company set opposite our respective names.

---

Name, Address and Description of Subscriber	Number of shares taken by each Subscriber
OJSC "State transport leasing company" Building 1 31A Leningradskiy prospect, Moscow, Russia, 125284,	100

---

Limited Company

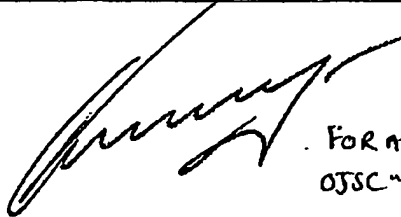
---

Total Number of Shares Taken

100

*Vitaly Sadykov*

Dated this 24 day of April 2012



FOR AND ON BEHALF OF  
OJSC "STATE TRANSPORT LEASING COMPANY"

Witness to the above signature:

*Ergeny Sharanov Mu /  
61, 31A Leningradskiy prospect,  
Moscow, Russia, 125284*

