

REGISTERED AGENT'S CERTIFICATE

OF

Moscow Dvorik Limited
("the Company")

We, Trident Trust Company (B.V.I.) Limited, of P.O. Box 146, Trident Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands, act as Registered Agent and provide Registered Office facilities for the company in the British Virgin Islands.

As Registered Agent, we hereby confirm and certify the following in accordance with our records:

- a. The Company was duly incorporated pursuant to the Business Companies Act (the "BC Act") on **February 7, 2014** with **BC No. 1811174** under the laws of the British Virgin Islands and is validly existing and in good standing under the laws of the British Virgin Islands.
- b. The Company is authorised to issue a maximum of **5,000,000 Shares** of RUR1.00 par value each.
- c. The Registered Office address is Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands.
- d. As far as we are aware, no litigation has been brought or threatened against the Company or its assets.
- e. As far as we are aware, there is no action being contemplated, any order or resolution passed for the winding up of the Company or any notice of the appointment of a receiver over its assets.
- f. The Company does maintain a copy of a Register of Charges under section 162 of the BVI Business Companies Act (the "Act") (copy attached). It should be noted that a register of Registered Charges in respect of the Company may be kept at the Registry of Corporate Affairs pursuant to section 163 of the Act. The keeping of any such register of Registered Charges is independent of the keeping of any register at the Registered Office and the contents of a register of Registered Charges may not correspond with those of any register at the Registered Office.

Moscow Dvorik Limited
Registered Agent's Certificate
Page 2

g. The Director of the Company as the date hereof is:-

Imperium Nominees Limited - Appointed **November 19, 2014**

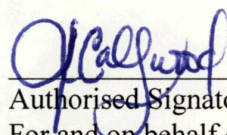
h. The Secretary of the Company as the date hereof is:-

Alastair Tulloch - Appointed **February 7, 2014**

i. The Director of the Company as the date hereof is:-

Bare Nominee Limited	- Holder of 504,409.5 Shares
Mashery Limited	- Holder of 828,135 Shares
Haldis Corporation	- Holder of 1,176,955.5 Shares

Dated this 28th day of May, 2015.



Authorised Signatory
For and on behalf of
Trident Trust Company (B.V.I.) Limited



TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004

CERTIFICATE OF REGISTRATION OF CHARGE
(SECTION 163)



CS8C014230

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES that, pursuant to the BVI Business Companies Act, 2004, all the requirements of the Act in respect of registration of charges having been complied with, the following charge was registered in the Register of Registered Charges in respect of property of

Moscow Dvorik Limited

BVI COMPANY NUMBER 1811174

Charge ID: FJP5T2

Chargee: JSC VTB Bank

this 29th day of January, 2015 at 13:56 hours. Details of the charge are more particularly described in the Register of Registered Charges.



for REGISTRAR OF CORPORATE AFFAIRS
29th day of January, 2015

Mef

**BVI BUSINESS COMPANIES ACT, 2004
SECTIONS 163 AND 165(A)(2)**

**APPLICATION FOR REGISTRATION OF CHARGE
AND
NOTICE OF AUTHORISED PERSON**

TO: THE REGISTRAR OF CORPORATE AFFAIRS

Moscow Dvorik Limited

.....
NAME OF COMPANY

1811174

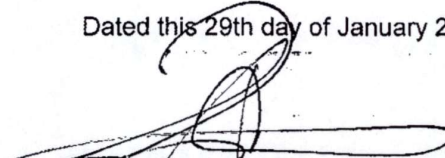
.....
BUSINESS COMPANY NO.

We, Maples and Calder of Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands, hereby apply, for and on behalf of JSC VTB Bank (the "**Chargee**"), for the registration of a charge pursuant to section 163 of the BVI Business Companies Act, 2004 (the "**Act**"), the particulars of which are attached hereto.

We hereby notify you pursuant to section 165(A)(2) of the Act that we are authorised by the Chargee to accept, on its behalf, documents required to be sent by the Registrar to the Chargee under Part VIII of the Act in connection with this application.

We hereby confirm that we are a legal practitioner authorised to practise in the Virgin Islands acting on behalf of the Chargee.

Dated this 29th day of January 2015


.....
For and on behalf of
Maples and Calder

Maples and Calder
Attachment ID: 646848018

Particulars of Charge

of

Moscow Dvorik Limited

Business Company No. 1811174

(Pursuant to Section 163 of
the BVI Business Companies Act, 2004 (the "Act"))

Description and date of instrument creating the relevant charge

A share pledge and charge dated 15 January 2015 (the "**Charge**") entered into between Moscow Dvorik Limited (the "**Chargor**") and JSC VTB Bank (the "**Chargee**").

(All capitalised terms used but not defined herein shall have the meaning attributed to them in the Charge.)

Description of liability secured

The Chargor covenants with the Chargee that upon an Event of Default it shall discharge and pay of the obligations of the Borrower to the Chargee, under the Loan Agreement dated on or about the date of the Charge between the Chargee and Limited Liability Company "Edisonenergo", when due.

Description of property charged

As continuing security for all the liabilities and obligations that the Chargor has to the Chargee under the Charge, the Chargor pledges, charges and assigns to the Chargee, all of its shares from time to time being the 1,172,000 fully paid ordinary shares (the "**Shares**") of 1 (one) Russian Ruble each in Dvorik Cyprus Limited, a company incorporated under the laws of the Republic of Cyprus and all rights, title, interests, benefits, advantages, voting rights or consensual rights arising as at or after the date of the Charge in respect of all or any of the Shares ("**Charged Assets**").

Name and address of the Chargee

JSC VTB Bank
29 Bolskaya Morskaya Street
St. Petersburg
Russian Federation, 190000

Name and address of the holder of the Charge

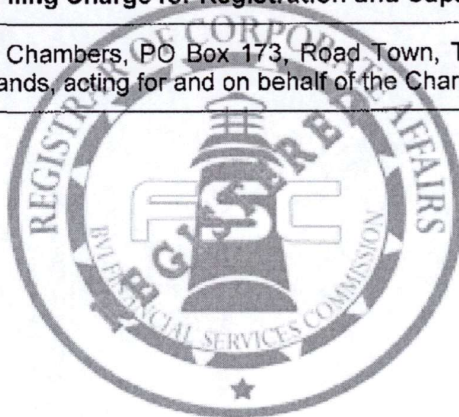
JSC VTB Bank
29 Bolskaya Morskaya Street
St. Petersburg
Russian Federation, 190000

Details of any prohibition or restriction on creation of future charges ranking in priority to or equally with the Charge

The Chargor shall not create or permit to exist by any means any pledge, charge, lien, transfer of rights, assignment, agreement or arrangement for security of any kind on or in connection with any part of the Charged Assets other than the Charge.

Name and address of Person Filing Charge for Registration and Capacity of Person Filing

Maples and Calder of Kingston Chambers, PO Box 173, Road Town, Tortola, British Virgin Islands, a legal practitioner in the Virgin Islands, acting for and on behalf of the Chargee.



TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004

CERTIFICATE OF REGISTRATION OF CHARGE
(SECTION 163)



16474DE311

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES that, pursuant to the BVI Business Companies Act, 2004, all the requirements of the Act in respect of registration of charges having been complied with, the following charge was registered in the Register of Registered Charges in respect of property of

Moscow Dvorik Limited

BVI COMPANY NUMBER 1811174

Charge ID: HFPH1R
Chargee: RCB Bank Ltd

this 19th day of March, 2015 at 13:24 hours. Details of the charge are more particularly described in the Register of Registered Charges.



Myra W. Hanna

for REGISTRAR OF CORPORATE AFFAIRS
19th day of March, 2015

R401(S)Only to be used for filings made
electronically on the VIRRGIN system

Company Name

MOSCOW DVORIK LIMITED

Company
No.

1811174

Attachment ID: 7179328_1
HWR: 036162.0090/HMM
Filing Date: 19 March 2015**a) Description of document or instrument creating the charge or other security interest**

A Deed of Shares Pledge and Assignment (the **Deed**) dated 12 March 2015 between entered into by Moscow Dvorik Limited, a BVI Business Company with number 1811174 (the **Company**) and RCB Bank Ltd (the **Lender**).

b) Date on which the charge was created by the Company (and, if the charge is a charge existing on property acquired by the Company, the date on which the property was acquired)

12 March 2015

c) Short description of the liability secured by the charge

All present and future indebtedness, obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) at any time and from time to time of the Borrowers to the Lender under any of the Facility Agreements, together with all costs, charges and expenses which the Lender may incur in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents (as defined in each of the Facility Agreements).

Borrowers means Haldis Corporation, Mashery Limited and Bare Nominee Limited.

Facility Agreements means: (i) the facility agreement No. LA-389-151214-HAC dated 19 December 2014 made between Haldis Corporation and the Lender; (ii) the facility agreement No. LA-382-051214-MAL dated 19 December 2014 made between Mashery Limited and the Lender; and (iii) the facility agreement No. LA-388-151214-BNL dated 19 December 2014 made between Bare Nominee Limited and the Lender.

Any term not defined in this form, including, but not limited to, the **Finance Documents**, shall have the meaning given to such term in each of the Facility Agreements.

d) Short description of the property charged

The Charged Assets, including all dividends, interest and other distributions paid or payable in relation thereto and all shares, stocks and other securities (and the dividends, interest and other distributions paid or payable in relation thereto, thereof or thereon), rights, moneys and property accruing or offered at any time and from time to time by way of redemption, purchase, substitution, exchange, bonus or preference, pursuant to option rights or otherwise to or in respect of or derived thereof or from any derivatives thereof.

Charged Assets means all or any of: (i) the Shares and the share certificate(s) representing the same; (ii) all dividends, interest and other distributions and returns paid or payable or made on or in respect of the Shares; and (iii) all stocks, shares, allotments, rights, moneys or property accruing or offered by way of redemption, bonus, preference, option or otherwise and all other rights, interests, benefits, advantages or consensual rights offered or arising in respect of the Shares.

Shares means all shares from time to time owned by the Company in the Subsidiary being at 2 March 2015, 1,172,000 (one million, one hundred and seventy two thousand) shares of RUR1.00 (one rouble) each in the Subsidiary registered in the name of the Company and representing, as at 2 March 2015, 50% of the issued share capital of the Subsidiary.

Subsidiary means Dvorik Cyprus Limited, a limited liability company organized and existing under the laws of Cyprus with registration number HE330254 and whose registered office is at Diagorou, 4 Kermia Building, 6th Floor, Flat/office 601,

d) Short description of the property charged

Nicosia, Cyprus.

e) Name and address of the agent or trustee for the security or, if there is no such agent or trustee, the name and address of the chargee

As Chargee:

RCB Bank Ltd
2 Amathuntos Street
P.C. 3310, Limassol
Cyprus

(and its lawful successors and assigns)

f) Name and address of the holder of the charge

RCB Bank Ltd
2 Amathuntos Street
P.C. 3310, Limassol
Cyprus

(and its lawful successors and assigns)

g) Details of any prohibition or restriction, if any, contained in the instrument creating the charge on the power of the Company to create any future charge ranking in priority to or equally with the charge

Other than pursuant to and in accordance with the terms and conditions of the First Ranking Share Pledge, the Company shall not, during the Security Period, create or suffer the creation of any Encumbrance on or in respect of the whole or any part of the Charged Assets).

Encumbrance means any mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

First Ranking Share Pledge means a share pledge and charge agreement between JSC VTB Bank and the Company dated 15 January 2015 in respect of the Shares.

Security Period means the period commencing on 12 March 2015 and terminating on the irrevocable and unconditional discharge in full, to the satisfaction of the Lender, of any and all obligations and liabilities of the Company to the Lender under the Deed.

h) Name and address of the person who filed the charge for registration and the person's entitlement to file the charge

Harney Westwood & Riegels, P O Box 71, Craigmuir Chambers, Road Town, Tortola VG1110, British Virgin Islands

(Legal Practitioner acting on behalf of Chargee).

Moscow Dvorik Limited
Registered Agent's Certificate
Page 2

g. The Director of the Company as the date hereof is:-

Imperium Nominees Limited

- Appointed **November 19, 2014**

h. The Secretary of the Company as the date hereof is:-

Alastair Tulloch

- Appointed **February 7, 2014**

i. The Members of the Company as the date hereof is:-

Bare Nominee Limited

- Holder of **504,409.5 Shares**

Mashery Limited

- Holder of **828,135 Shares**

Haldis Corporation

- Holder of **1,176,955.5 Shares**

Dated this 28th day of May, 2015.



Authorised Signatory
For and on behalf of
Trident Trust Company (B.V.I.) Limited

