*Перевод с русского языка на английский язык*

*Translation from Russian into English*

MINUTES

of the Extraordinary General Meeting of Members (“Meeting”) of

Limited Liability Company “Doncarb Graphite”

(LLC “Doncarb Graphite”, the “Company”)

Full Corporate Name of the Company: Limited Liability Company “Doncarb Graphite”.

Abbreviated Name of the Company: LLC “Doncarb Graphite”.

Address of the Company: 454038, Chelyabinsk region, city of Chelyabinsk, 16, Mramornaya St.

Meeting Type: Extraordinary General Meeting of Members.

Form of the Meeting: Meeting (joint presence of the Company members to discuss the agenda and make decisions on issues put to a vote).

Date of the extraordinary general meeting of members: May 11, 2022.

Place of the extraordinary general meeting of members: 115054, Moscow, 52, Kosmodamianskaya

Naberezhnaya, building 5, floor 5.

Date of the Minutes: May 11, 2022.

Location of Drawing up the Minutes: 52, Kosmodamianskaya Naberezhnaya, building 5, floor 5, 115054, Moscow.

Meeting start time: 2:30 p.m.

Meeting end time: 3:30 p.m.

Information of those participated in the Meeting:

1. Limited Liability Company “EL 6” (hereinafter, the LLC “EL 6”; PSRN 1187746981795, TIN 9705126016, address: 52, Kosmodamianskaya Naberezhnaya, building 5, floor 5, office 47, 115054, Moscow), owning a share in the authorized capital of LLC “Doncarb Graphite” with a nominal value of RUB 28,980,000.00 (Twenty-eight million nine hundred and eighty thousand), which is 48.3% (Forty-eight point three percent) of the authorized capital of LLC “Doncarb Graphite”, represented by Marat Nazifovich Kharisov, Director General, acting on the basis of the Articles of Association,
2. Joint-Stock Company “EPM-Chelyabinsk Electrode Plant” (hereinafter, JSC “EPM-ChEP”; PSRN 1027402814537, TIN 7450005001, address: 454000, Chelyabinsk Region, Chelyabinsk, Chelyabinsk Electrode Plant), owning a share in the authorized capital of LLC “Doncarb Graphite” with a nominal value of RUB 22,020,000.00 (Twenty-two million twenty thousand), which is 36.7% (Thirty-six point seven tenths of a percent) of the authorized capital of LLC “Doncarb Graphite”, represented by Sergey Vladimirovich Stepanov, Director General of Joint-Stock Company “EPM-MANAGEMENT”, the Managing Company of Joint-Stock Company “EPM-Chelyabinsk Electrode Plant”, acting on the basis of the Articles of Association,
3. Joint-Stock Company “EPM-Novocherkassk Electrode Plant” (hereinafter, JSC “EPM-NEP”; PSRN 1026102216623, TIN 6150003065, address: 346400, Rostov Region, Novocherkassk, Aluminum Site), owning a share in the authorized capital of LLC “Doncarb Graphite” with a nominal value of RUB 9,000,000.00 (Nine million), which is 15% (Fifteen percent) of the authorized capital of LLC “Doncarb Graphite”, represented by Sergey Vladimirovich Stepanov, Director General of Joint-Stock Company “EPM-MANAGEMENT”, the Managing Company of Joint-Stock Company “EPM-Novocherkassk Electrode Plant”, acting on the basis of the Articles of Association.

The quorum for the Meeting is present.

The Meeting was duly constituted to adopt resolutions on all items on the agenda.

AGENDA:

* 1. On the election of the Chairman of the Meeting and the Secretary of the Meeting and the assignment of the responsibility for the counting of votes.
	2. On early termination of powers of the Managing Company of the Company.
	3. On Delegation of Sole Executive Body Powers to the Managing Company.

Sergey Vladimirovich Stepanov spoke on the first issue of the agenda and proposed to elect Marat Nazifovich Kharisov as the Chairman of the Meeting and the Secretary of the Meeting.

Item No. 1 put to the vote:

To elect Marat Nazifovich Kharisov as Chairman of the Meeting and Secretary of the Meeting and entrust him with the duty of counting votes at the Meeting.

Voting results:

FOR – 100% votes;

AGAINST – 0% votes;

ABSTAINED – 0% votes.

Resolution passed unanimously.

The resolution was passed in the wording given in the section “Item No. 1 put the vote”.

The Chairman of the Meeting spoke on the second issue of the agenda and informed the members about the reorganization of the Managing Company of the Company - JSC “EPM-MANAGEMENT”, in the form of a merger with LLC “EL 6”, in connection with which it is necessary to terminate the powers of the Managing Company ahead of schedule.

Item No. 2 put to the vote:

To early terminate the powers of the Managing Company - JSC “EPM-MANAGEMENT”. To authorize Marat Nazifovich Kharisov on behalf of the Company to sign with JSC “EPM-MANAGEMENT” the Agreement on termination of the contract No. 62ЭМ-4-2019 on the transfer of powers of the sole executive body of LLC “Doncarb Graphite” to the Managing Company dated April 26, 2019.

Voting results:

FOR – 100% votes;

AGAINST – 0% votes;

ABSTAINED – 0% votes.

Resolution passed unanimously.

The resolution was passed in the wording given in the section “Item No. 2 put the vote”.

On the third issue of the agenda, the Chairman of the Meeting spoke, who proposed to transfer the powers of the sole executive body of the Company to Limited Liability Company “EL 6”, the Managing Company, for a period of Five (5) years from the date the General Meeting of Members took a decision to transfer the powers of the sole executive body of the Company to the Managing Company of the Company.

Item No. 3 put to the vote:

From May 12, 2022, to transfer the powers of the sole executive body of the Company to Limited Liability Company “EL 6”, the Managing Company (PSRN 1187746981795, TIN 9705126016) for a period of Five (5) years from the date of the decision by the General Meeting of Members to transfer the powers of the sole the executive body of the Company to the Managing Company of the Company. To authorize Sergei Vladimirovich Stepanov to sign on behalf of the Company the Agreement on the transfer of powers of the sole executive body of the Company to Limited Liability Company “EL 6”, the Managing Company.

Voting results:

FOR – 100% votes;

AGAINST – 0% votes;

ABSTAINED – 0% votes.

Resolution passed unanimously.

The resolution was passed in the wording given in the section “Item No. 3 put the vote”.

In accordance with sub-clause 3 Cl. 3 of Art. 67.1 of the Civil Code of the Russian Federation, Cl. 11 of Art. 23 of the Articles of Association of the Company, by the decision of the General Meeting of Members of the Company (minutes of the General Meeting of Members of the Company dated February 18, 2020, certificate confirming the adoption of decisions by the General Meeting of Members and the composition of members, certified by the notary of Moscow E.Yu. Bakhtadze, registered in the register No. 77/52-н/77-2020-3-58 dated February 18, 2020), decisions made at the General Meeting of the Company’s Members, as well as the composition of the Members who participated in the decision-making, are confirmed by the signature of the Chairman and Secretary of the General Meeting of the Company’s Members. The minutes of the general meeting of members of the Company may be signed by all members of the general meeting, which will also be a confirmation of the fact of adopting the resolutions and the composition of the members of the Company present at their adoption. No additional certification of resolutions taken at the general meeting of members of the Company and the composition of members participating in the adoption of resolutions, including notarization, is required.

Chairman of the Meeting and Secretary of the Meeting: */signed/* / M.N. Kharisov /

*/Seal:****/*** Limited Liability Company “Doncarb Graphite”**,** Russian Federation Chelyabinsk region Chelyabinsk**,** LLC “Doncarb Graphite”**,** EPM LLC “Doncarb Graphite”