

## LIST OF INSIDER INFORMATION OF M.VIDEO COMPANY

I. The insider information of OJSC "Company M.video" includes the following information:

1. Convocation and holding the general meeting of shareholders of the Company, including agenda, holding date, date of execution of the list of persons entitled to attend the general meeting, and resolutions passed by the general meeting of shareholders of the Company;

2. Agenda of a meeting of the Board of Directors of the Company, and resolutions passed by it;

3. The facts of not passing by the Board of Directors of the Company of the following resolutions, which are to be passed under the federal laws:

3.1 convocation of an annual (regular) general meeting of shareholders of the Company, and other resolutions connected with preparation, convocation and holding an annual (regular) general meeting of shareholders of the Company;

3.2 convocation (holding) or refusal from convocation (holding) an extraordinary general meeting of shareholders of the Company at the request of the Revision Commission of the Company, the Outside Auditor of the Company or shareholders (a shareholder) holding at least 10 per cent of the voting shares in the Company;

3.3 inclusion or refusal from inclusion of any issues into the agenda of the general meeting of shareholders of the Company, and inclusion of nominees into the nomination list for voting on election to the relevant governing body of the Company proposed by shareholders (a shareholder) holding, in the aggregate, at least 2 per cent of the voting shares in the Company;

3.4 formation of the sole executive body of the Company, at two consecutive meetings of the Board of Directors of the Company or within two months of termination or expiration of powers of the previously established sole executive body of the Company, in the case stipulated by paragraph 6 of Article 69 of the Federal Act No. 208-FZ dated 26.12.1995 "On joint stock companies";

3.5 early termination of powers of the sole executive body of the Company at two consecutive meetings of the Board of Directors of the

Company in the case stipulated by paragraph 7 of Article 69 of the Federal Act "On joint stock companies";

3.6 convocation (holding) an extraordinary general meeting of shareholders, when the number of members of the Board of Directors of the Company becomes less than the quorum required for holding a meeting of the Board of Directors of the Company;

3.7 establishment of a provisional sole executive body of the Company and holding an extraordinary general meeting of shareholders of the Company to decide on early termination of powers of its sole executive body or managing entity (manager) and establishment of a new sole executive body of the Company or transfer of the powers of the sole executive body to the managing entity (manager), if the Board of Directors of the Company decides on suspending the powers of its sole executive body or powers of the managing entity (manager);

4. Submitting by the Company of an application for inclusion into the unified state register for legal entities of the entries connected with reorganization, termination or liquidation of the Company, or information of the relevant resolution, if the body responsible for the state registration of legal entities decides to refuse from making such entries;

5. Appearance of an entity controlled by the Company<sup>1</sup>, which entity is of a significant importance for the Company, and cessation of grounds for control over such entity;

6. Appearance of a person controlling the Company<sup>2</sup>, and cessation of grounds for such a control;

7. Passing a resolution on reorganization or liquidation of the entity controlling the Company, an entity controlled by the Company, which entity is of a significant importance for it<sup>3</sup>, or by the person providing a security in respect of the Company's bonds;

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<sup>1</sup> Controlled entity means a legal entity controlled, directly or indirectly, by the controlling person (Article 2 of the Federal Act No. 39-FZ dated 22.04.1996 "On the securities market" (hereinafter referred to as the Act)

<sup>2</sup> Controlling person means a person controlling, directly or indirectly, (through the persons it controls) due to its participation in the controlled entity and/or under property trust, and/or a simple partnership agreement, and/or agency agreement, and/or shareholder agreement, and/or other agreement on exercising the rights certified by shares (interests) in the controlled entity, over 50% of votes in the supreme governing body of the controlled entity or the right to appoint (elect) the sole executive body and/or more than 50% of members of the collective management body of the controlled entity (Article 2 of the Act).

<sup>3</sup> An entity controlled by the Company, which is of a significant importance for it, means an entity controlled by the Company, which controls at least 5 per cent of the consolidated value of assets or at least 5 per cent of the consolidated income determined under the most recent consolidated accounting

8. Application by the entity controlling the Company, an entity controlled by the Company, which entity is of a significant importance for the Company, or the person providing a security in respect of the Company's bonds for making entries in the unified state register for legal entities to the effect of reorganization, termination or liquidation of such entities;

9. Demonstrating by the Company, the person controlling it, the entity controlled by the Company, which entity is of a significant importance for the Company, or the person providing a security in respect of the Company's bonds, the signs of insolvency (bankruptcy) under the laws of the Russian Federation on insolvency (bankruptcy);

10. Acceptance by the arbitration court of an application for considering the Company, the person controlling it, the entity controlled by the Company, which entity is of a significant importance for the Company, or the person providing a security in respect of the Company's bonds, to be bankrupt, and taking by the arbitration court of an award to the effect of considering such persons to be bankrupt, commencement of a bankruptcy proceeding in respect of them, termination of the bankruptcy proceedings in respect of them;

11. Commencement against the Company, its controlling entity, the entity controlled by the Company, which entity is of a significant importance for the Company, or the person providing a security in respect of the Company's bonds, of an action with the claimed amount being 10 or more per cent of the balance sheet value of such persons' assets as of the date of the end of the accounting period (quarter, year) preceding the action, in respect of which the prescribed deadline of providing accounting (financial) statements has expired, or other action, satisfaction of which can materially affect, in the Company's opinion, the financial and business position of the Company or the persons aforementioned;

12. The date of execution of the list of holders of registered issue-grade securities of the Company or certified bearer issue-grade securities of the Company, providing for a mandatory centralized keeping in order to implement the rights provided by such issue-grade securities;

13. Passing the following resolutions by the relevant governing bodies of the Company:

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(consolidated financial) statements of the Company, as well as other entities controlled by the Company which are, in its opinion, material for the financial position, financial results of its business and changes in the financial position of the group including the Company and the persons it controls (paragraph 5 of Article 22 of the Act).

- 13.1 on allotment of the Company's issue-grade securities;
- 13.2 on approval of resolution on issuance (additional issuance) of the Company's issue-grade securities;
- 13.3 on approval of the Company's securities prospectus;
- 13.4 on the date of starting allotment of the Company's issue-grade securities;
14. Completion of allotment of the Company's issue-grade securities;
15. Sending (submitting) by the Company of an application for the state registration of an issue (additional issue) of issue-grade securities, registration of a securities prospectus, registration of amendments made in the resolution on issuing (additional issue) of issue-grade securities and/or prospectus thereof, the state registration of a report on the results of an issue (additional issue) of issue-grade securities;
16. Sending (submitting) by the Company of a notice on the results of issuing (additional issue) of issue-grade securities;
17. Arbitration award on considering an issue (additional issue) of the Company's issue-grade securities to be invalid;
18. Redemption of the Company's issue-grade securities;
19. Income accrued and/or paid on issue-grade securities of the Company;
20. Conclusion by the Company of an agreement with the Russian arranger of trading in the securities market to the effect of inclusion of the Company's issue-grade securities into the list of securities permitted for trading by the Russian arranger of trading in the securities market, and agreement with a Russian stock exchange on listing of the Company's issue-grade securities by the Russian stock exchange;
21. Conclusion by the Company of an agreement on inclusion of the Company's issue-grade securities or securities of a foreign issuer certifying the rights in respect of the Company's issue-grade securities into the list of securities permitted for trading at the foreign organized (regulated) financial market, and an agreement with the foreign stock exchange on listing such securities by such foreign stock exchange;
22. Inclusion of the Company's issue-grade securities or securities of a foreign issuer certifying the rights in respect of the Company's issue-grade securities, into the list of securities permitted for trading at the foreign organized (regulated)

financial market, and removal of the securities from such list, and on listing/delisting such securities by the foreign stock exchange;

23. Conclusion by the Company of an agreement on maintaining (stabilizing) prices on the Company's issue-grade securities (securities of a foreign issuer certifying the rights in respect of the Company's issue-grade securities), terms and conditions of such agreement, and termination of such an agreement;

24. Submitting by the Company of an application for permission by the federal executive authority responsible for the stock market for allotment and/or arrangement of circulation of its issue-grade securities outside the Russian Federation;

25. Failure to perform the Company's obligations to the holders of its issue-grade securities;

26. Acquisition by a person or termination of the person's right, directly or indirectly (through the persons controlled by it), together with other persons connected with them by a property trust agreement, and/or simple partnership agreement, and/or agency agreement, and/or shareholder agreement, and/or other agreement, with the subject matter being the rights certified by shares (interests) in the issuer, to control certain number of votes granted by voting shares (interests) in the Company's authorized capital, if such number of votes is amounting to 5 per cent or has become greater or lesser than 5, 10, 15, 20, 25, 30, 50, 75 or 95 per cent of the total number of votes granted by voting shares (interests) in the Company's authorized capital;

27. A voluntary, including competitive, or binding offer of its issue-grade securities received by the Company under Chapter XI.1 of the Federal Act "On joint stock companies", and amendments made in such proposals;

28. A notice of the right to request for buyback of the Company's issue-grade securities or a request for buyback of the Company's issue-grade securities received by the Company under Chapter XI.1 of the Federal Act "On joint stock companies";

29. Identification of errors in the Company's accounting (financial) statements previously disclosed or submitted by the Company, if such errors can affect materially the price of the Company's issue-grade securities;

30. Entering by the Company or the person providing a security in respect of the Company's bonds into a transaction amounting to 10 or more per cent of the balance sheet value of the Company's assets or such person's assets as of the date of the end of the accounting period (quarter, year) preceding the

transaction, in respect of which the prescribed time limit has expired regarding submission of the accounting (financial) statements;

31. Entering by the entity controlling the Company, or an entity controlled by the Company, which entity is of a significant importance for the Company, into a transaction considered, under the laws of the Russian Federation, to be a major transaction;

32. Entering by the Company into an interested-party transaction requiring an approval by the Company's relevant governing body under the laws of the Russian Federation, if the amount of such transaction is exceeding 200 million rubles or 2 or more per cent of the balance sheet value of the Company's assets as of the date of the end of the accounting period (quarter, year) preceding the approval of the transaction by the Company's relevant governing body, or as of the date of the end of the accounting period (quarter, year) preceding the transaction, in respect of which the prescribed time limit has expired regarding submission of the accounting (financial) statements, if such transaction was not approved by the Company's relevant governing body before execution thereof;

33. A change of composition and/or amount of the pledge subject relating to the Company's pledge-backed bonds, or information of such changes, if caused by a replacement of any mortgage-backed claim which is the bonds' mortgage cover, or replacement of other property which is the bonds' mortgage cover, price (value) of which is 10 or more per cent of the bonds' mortgage cover value, in case of change in composition and/or amount of the pledge subject relating to the Company's mortgage-backed bonds;

34. A change of assets of the person providing a security in respect of the Company's bonds, which is amounting to 10 or more per cent, or other material, in the Company's opinion, change in the financial and business position of such person;

35. Obtaining by the Company or termination of the Company's right, directly or indirectly (through the persons controlled by it), together with other persons connected with them by a property trust agreement, and/or simple partnership agreement, and/or agency agreement, and/or shareholder agreement, and/or other agreement, with the subject matter being the rights certified by shares (interests) in the entity, issue-grade securities of which are included into the list of securities permitted to trading at the securities market, or value of whose assets is exceeding 5 billion rubles, to control certain number of votes granted by voting shares (interests) in the authorized capital of such entity, if such number of votes is amounting to 5 per cent or has become greater or lesser than 5, 10, 15,

20, 25, 30, 50, 75 or 95 per cent of the total number of votes granted by voting shares (interests) in the authorized capital of such entity;

36. Acquisition by a person or termination of the person's right, directly or indirectly (through the persons controlled by it), together with other persons connected with them by a property trust agreement, and/or simple partnership agreement, and/or agency agreement, and/or shareholder agreement, and/or other agreement, with the subject matter being the rights certified by shares (interests) in the entity providing suretyship in respect of the Company's bonds, to control certain number of votes granted by voting shares (interests) in the authorized capital of such entity, if such number of votes is amounting to 5 per cent or has become greater or lesser than 5, 10, 15, 20, 25, 30, 50, 75 or 95 per cent of the total number of votes granted by voting shares (interests) in the authorized capital of such entity;

37. Conclusion by the Company, its controlling person or an entity controlled by the Company, an agreement providing for the duty to acquire issue-grade securities of the Company;

38. Obtaining, suspending, resuming, re-execution, recalling (cancelling) or termination on any other grounds of the Company's permission (license) for carrying out a business having a material financial/business importance for the Company;

39. Expiration of powers of the sole executive body and/or members of the collective executive body of the Company;

40. A change in the amount of interest in the authorized capital of the Company and the entities controlled by the Company, which entities are of a significant importance for the Company, held by:

40.1 the persons who are members of the Board of Directors, members of the collective executive body of the Company, and the person holding the position (acting as) the sole executive body of the Company;

40.2 the persons who are members of the board of directors (supervisory board), members of the collective executive body of the managing entity, and the person holding the position (acting as) the sole executive body of the managing entity, if powers of the sole executive body of the Company are vested in a managing entity;

41. Arising and/or termination of rights of holders of the Company's bonds to request for an early termination by the Company of the bonds in the Company they hold;

42. Engagement or replacement of the entities providing to the Company intermediary services when the Company performs the duties under bonds and other issue-grade securities of the Company, with indication of their names, locations and amounts of remunerations for the services rendered by them, and changes in such information;

43. A dispute connected with establishment of the Company, management of the Company or participation in it, if decision on such dispute can affect materially the price of the Company's issue-grade securities;

44. Issuing against the person providing a security in respect of the Company's bonds, of any claims connected with performance of obligations under such obligations;

45. Offering outside the Russian Federation any bonds or other financial instruments certifying obligations relating to borrowings, which are to be performed at the Company's expense;

46. Acquisition (transfer) of voting shares in the Company or securities of a foreign issuer certifying the rights to voting shares in the Company by the Company and/or the entities controlled by the Company, except the controlled entities, which are brokers and/or trustees and have entered into the transaction in their own names, but at the expense of a customer not being the Company and/or an entity controlled by it;

47. Information sent or provided by the Company to the relevant authority (relevant entity) of a foreign state, a foreign stock exchange and/or other entities under foreign law for the purposes of disclosure or providing to foreign investors in connection with offering or trading of the Company's issue-grade securities outside the Russian Federation, particularly through acquisition of securities issued (issuable) by a foreign issuer under a foreign law;

48. Information included into the annual or interim (quarterly) accounting (financial) statements of the Company, including its consolidated annual or interim (quarterly) accounting (financial) statements;

49. Information included into the conditions of offering issue-grade securities determined under resolution on issuing (additional issue) of the securities approved by the relevant authority of the Company, in case of:

49.1 offering securities during trades arranged by the arranger of trading at the securities market;

49.2 offering securities of an additional issue, if securities of the issue, in respect of which the securities offered are an additional issue, are



permitted to trading at the arranger of trading at the securities market or an application is issued in respect of them for permission of trading at the arranger of trading at the securities market;

50. Information included into the report (notice) of the results of an issue of issue-grade securities approved by the relevant governing body of the Company, if:

50.1 securities are offered during trades carried out by the arranger of trading at the securities market;

50.2 offering securities of an additional issue, if securities of the issue, in respect of which the securities offered are an additional issue, are permitted to trading at the arranger of trading at the securities market or an application is issued in respect of them for permission of trading at the arranger of trading at the securities market;

51. Information included into the securities prospectus approved by the relevant governing body of the Company, except information previously disclosed or provided under the laws of the Russian Federation on securities;

52. Information included into the quarterly reports signed by the authorized persons of the Company, except information previously disclosed or provided under the laws of the Russian Federation on securities;

53. Information included into the annual reports signed by the authorized persons of the Company, except information previously disclosed or provided under the laws of the Russian Federation on securities;

II. Information of issue-grade securities offered by the Company, which information is provided for by subparagraphs 13 - 16 of paragraph I hereof shall be considered as the issuer's insider information, if:

- the Company offers issue-grade securities during trades arranged by the arranger of trading in the securities market;
- the issue-grade securities of the Company are making up an additional issue with respect to the securities permitted to trading at the arranger of trading at the securities market or an application is issued in respect of them for permission of trading at the arranger of trading at the securities market.

III. Information of allotted (outstanding) issue-grade securities of the Company stipulated by subparagraphs 12, 18, 19, 23, 37, 41 of paragraph I hereof is referred to insider information of the Company, if such issue-grade securities are permitted to trading at the arranger of trading at the securities market or an

application is issued in respect of them for permission of trading at the arranger of trading at the securities market.

IV. Information of a person providing a security in respect of the Company's bonds, and the conditions of such security referred to in subparagraphs 7 - 11, 30, 33, 34, 36, 44 of paragraph I hereof is referred to insider information of the Company, if such bonds are permitted to trading at the arranger of trading at the securities market or an application is issued in respect of them for permission of trading at the arranger of trading at the securities market.

Information of the person providing a security in respect of the Company's bonds referred to in subparagraphs 7 - 11, 30, 34 of paragraph I is not referred to insider information of the Company, if such person is the Russian Federation providing the state guarantee of the Russian Federation, a subject of the Russian Federation providing the state guarantee of subject of the Russian Federation, and/or a municipality providing a municipal guarantee in respect of the Company's bonds.

V. The Insider Information does not include: information (and/or data based on it) which is provided by the Company (and/or person(s) engaged by the Company) to potential buyers of the Company's securities, or which is used by the Company (and/or person(s) engaged by the Company) to issue recommendation or to otherwise induce potential buyers to acquire the respective securities in connection with a placement (arrangement of placement) of the Company's securities and/or offering (arrangement of offering) inside or outside of the Russian Federation, including by way of offering the securities of a foreign issuer certifying the rights in respect of the Company's securities, provided that potential buyers are notified that such information (data) shall not be used by them other than for taking decision on acquisition of the securities being placed (offered).