

**Extract from the Minutes of the absentee voting No. 80/2013  
of Board of Directors of the Open Joint Stock Company «Company «M.video»  
(further referred to as the «Company»)**

**Last date of the absentee ballots' receipt:** October 22, 2013

**Place, date and time of Minutes' drafting:** 105066, Moscow, Nizhnyaya Krasnosel'skaya Str.  
40/12, bld. 20; April 29, 2013, 14.00 p.m.

**Board Members participated in the ballot voting:**

1. Breev Pavel Yurievich
2. Burleton Adrian
3. Creusen Utho
4. Györffy Peter
5. Hamid David
6. Koch Walter
7. Kuchment Mikhail Lvovich
8. Prisyazhnuk Alexander Mikhailovich
9. Tynkovan Alexander Anatolievich

9 (nine) members of the Board of Directors out of 9 (nine) elected members of the Board participated in the absentee voting by ballots. Quorum on making the decisions on the items of the agenda is available.

**On item 1 of the Agenda – «Convention of the Extraordinary General Shareholders Meeting of the Company and determining of the date, place, form and time of the meeting».**

**Item put for voting:**

To call the Extraordinary General Shareholders Meeting of the Company in the form of the joint presence of the shareholders or their authorised representatives at 10.30 a.m. **on December 11, 2013** at the following address: Russia, 105066, Moscow, 40/12, bld. 20, Nizhnyaya Krasnosel'skaya Str.

**Voting results:** the Resolution is taken unanimously

**Resolution:**

To call the Extraordinary General Shareholders Meeting of the Company in the form of the joint presence of the shareholders or their authorised representatives at 10.30 a.m. **on December 11, 2013** at the following address: Russia, 105066, Moscow, 40/12, bld. 20, Nizhnyaya Krasnosel'skaya Str.

**On item 5 of the Agenda – «Approval of the list of information to be provided to the persons entitled to participate in the Extraordinary General Shareholders' Meeting of the Company and way of its provision».**

**Item put for voting:**

To approve the following documents:

- Draft decisions of the Extraordinary General Shareholders' Meeting of the Company;
- Extract from the Minutes of the Board of Directors meeting of the Company on calling of the Extraordinary General Shareholders Meeting of the Company;
- Extract from the Minutes of the Board of Directors meeting of the Company on the defining of the price of property under art. 77 of the Federal Law «On JSC» for the purpose of the interested party transaction approval;

- Draft of the Company's Charter in a new edition (with comments related to the proposed amendments).

as the list of information (materials) to be provided to the shareholders entitled to participate in the Extraordinary General Shareholders' Meeting of the Company.

Persons entitled to participate in Extraordinary General Shareholders' Meeting of the Company, starting from November 20, 2013 on working days from 10:00 till 18:00, have an access to the information provided to them in the course of the preparation to the Extraordinary General Shareholders Meeting of the Company at the following addresses: Russia, Moscow, 105066, Nizhnaya Krasnoselskaya Str. 40/12, bld. 20, as well as on the official site of the Company in the Internet: [www.mvideo.ru](http://www.mvideo.ru)

The Company provides copies of the above mentioned documents upon request of a person entitled to participate in the Extraordinary General Shareholders' Meeting of the Company.

**Voting results:** the Resolution is taken unanimously

**Resolution:**

To approve the following documents:

- Draft decisions of the Extraordinary General Shareholders' Meeting of the Company;
- Extract from the Minutes of the Board of Directors meeting of the Company on calling of the Extraordinary General Shareholders Meeting of the Company;
- Extract from the Minutes of the Board of Directors meeting of the Company on the defining of the price of property under art. 77 of the Federal Law «On JSC» for the purpose of the interested party transaction approval;
- Draft of the Company's Charter in a new edition (with comments related to the proposed amendments).

as the list of information (materials) to be provided to the shareholders entitled to participate in the Extraordinary General Shareholders' Meeting of the Company.

Persons entitled to participate in Extraordinary General Shareholders' Meeting of the Company, starting from November 20, 2013 on working days from 10:00 till 18:00, have an access to the information provided to them in the course of the preparation to the Extraordinary General Shareholders Meeting of the Company at the following addresses: Russia, Moscow, 105066, Nizhnaya Krasnoselskaya Str. 40/12, bld. 20, as well as on the official site of the Company in the Internet: [www.mvideo.ru](http://www.mvideo.ru)

The Company provides copies of the above mentioned documents upon request of a person entitled to participate in the Extraordinary General Shareholders' Meeting of the Company.

**On item 7 of the Agenda – «Determination of the price of the interested party transactions under article 77 of the Federal Law «On joint stock companies».**

**Item put for voting:**

To determine the total price of the chain of interested parties transactions (off-target loans to the subsidiary of the Company) in the amount not exceeding 5 000 000 000 (five billion) rubles; applicable interest rate shall be not less or higher than 2% (two percent) of the refinancing interest rate of the Central Bank of Russia as at the execution date.

**Voting results:** the Resolution is taken unanimously

**Resolution:**

To determine the total price of the chain of interested parties transactions (off-target loans to the subsidiary of the Company) in the amount not exceeding 5 000 000 000 (five billion) rubles; applicable interest rate shall be not less or higher than 2% (two percent) of the refinancing interest rate of the Central Bank of Russia as at the execution date.

**On item 8 of the Agenda – «Approval of the agenda of the Extraordinary General Shareholders Meeting of the Company».**

**Item put for voting:**

To approve the following agenda of the Extraordinary General Shareholders' Meeting of the Company:

1. The amount, terms and way of dividends payment for the 2012 FY and 9 (nine) months 2013 FY results.
2. Approval of the Company's Charter in a new edition.
3. Approval of the interested party transactions which can be executed by the Company in the future in the ordinary course of its business.

**Voting results:** the Resolution is taken unanimously

**Resolution:**

To approve the following agenda of the Extraordinary General Shareholders' Meeting of the Company:

1. The amount, terms and way of dividends payment for the 2012 FY and 9 (nine) months 2013 FY results.
2. Approval of the Company's Charter in a new edition.
3. Approval of the interested party transactions which can be executed by the Company in the future in the ordinary course of its business.

Date of drafting the Extract from the Minutes: November 14, 2013

The Extract is true.

Corporate secretary of the OJSC «Company «M.video»

  
\_\_\_\_\_/Khavasova Y.S./

