

**Draft resolutions of the Extraordinary General Shareholder's Meeting  
of the OJSC "Company "M.Video"**

The Board of directors of the OJSC "Company "M.Video" (Board Minutes №70 dated 18.10.2012) has recommended the following draft resolutions of the Extraordinary General Shareholder's Meeting on the items of the Agenda:

**Re item № 1 of the agenda - On the amount, terms and way of payment the dividends for the 9 (nine) months of 2012 financial year** – «According to the recommendations of the Board of directors of the Company (Board Minutes №70 dated 18.10.2012) to pay out of the net profit for the 9 (nine) months 2012 financial year results dividend in the amount of 30,00 (thirty) Russian rubles per one placed ordinary non-documentary share with a nominal value of 10,00 (ten) Russian rubles by money via wire transfer to the bank account and/or by registered mail delivery of the shareholder not later than December 31, 2012».

**Re item № 2 of the agenda - On the Company's participation in the Association of European Businesses (AEB) and the Association of Internet Trading Companies (ACIT)** – «To approve the Company's participation in the Association of European Businesses (AEB) and the Association of Internet Trading Companies (ACIT)».

**Re item № 2 of the agenda – On the approval of the interested party transactions which can be executed by the Company in the future in the ordinary course of its business** - «According to the recommendations of the Board of directors of the Company (Board Minutes №70 dated 18.10.2012) to approve the total price of the chain of interested parties transactions which can be executed by the Company in the future in the course of the ordinary course of its business subject to the following conditions:

Subject of the transactions – off-target loans

Parties of the transactions – OJSC "Company "M.Video" (Creditor) and LLC "M.Video Management" (Debtor)

Price of the transactions – not more than 5 000 000 000 (five billion) Russian rubles

Interest for loans - shall not be less or higher than 2 % (two percent) of the refinancing interest rate of the Central Bank of Russia as at the execution date

Term of the transactions – not more than 5 years».