

July 20, 2010

Mr. Keith McConnell, Deputy Director  
Decommissioning and Uranium Recovery Licensing Directorate  
Division of Waste Management and Environmental Protection  
Office of Federal and State Materials and Environmental Management Programs  
U.S. Nuclear Regulatory Commission  
11545 Rockville Pike  
Rockville, Maryland 20852-2738

**RE:** Irigaray / Christensen Ranch - Materials License SUA-1341 (Docket No. 40-8502)  
Moore Ranch - Materials License Application (Docket No. 40-9073)  
Jab & Antelope – Materials License Application (Docket No. 40-9079)  
Ludeman – Materials License Application (Docket No. 40-9095)

Dear Mr. McConnell:

As described in my letter to you dated June 21, 2010, Uranium One Inc. (Uranium One) has entered into a Purchase and Subscription Agreement dated June 8, 2010 (PSA) with JSC Atomredmetzolot (ARMZ) and its wholly owned subsidiaries Effective Energy N.V. (Effective Energy) and Uranium Mining Company (UMC), under which Uranium One will receive cash and interests in two uranium mines in southern Kazakhstan in return for issuing new shares of Uranium One stock to Effective Energy and UMC. Upon the completion of the Transaction, ARMZ, through Effective Energy and UMC, will own not less than 51% of Uranium One's outstanding common shares. However, Uranium One is and will remain a publicly listed company on the TSX (Toronto Stock Exchange) and JSE Limited (Johannesburg Stock Exchange) and will continue to be subject to extensive and ongoing securities regulatory, corporate governance and financial statement preparation and reporting requirements under applicable Canadian laws and regulations and the rules and regulations of the TSX and the JSE.

The proposed transaction does not provide for or anticipate any changes to Uranium One subsidiaries in the United States or the NRC Licenses and Applications held by such subsidiaries. Uranium One USA, Inc. is the current licensee under Materials License SUA-1341 and will remain the licensee after the closing of the proposed transaction. Likewise, Uranium One Americas, Inc. is the current applicant under the above captioned Materials License Applications and will remain the applicant after the closing of the proposed transaction.

Although the proposed transaction will have no effect on Uranium One's operations and activities in the United States or upon License SUA-1341, Uranium One USA hereby submits the enclosed Notice of Change of Control and Ownership Information for License SUA-1341 based upon the guidance presented in NUREG-1556, Vol. 15 *Consolidated Guidance About Materials Licenses*. The Notice

Uranium One USA, Inc.  
Uranium One Americas, Inc.  
A Member of the Uranium One Inc. Group of Companies  
tel +1 307-234-8235 • fax +1 307-237-8235  
907 N. Poplar Street, Suite 260  
Casper, Wyoming 82601  
www.uranium1.com



also covers the Moore Ranch, Jab & Antelope and Ludeman materials license applications held by Uranium One Americas, Inc. A NRC Form 313 for License SUA-1341 is attached to this cover letter.

As previously discussed, Uranium One would like to meet with NRC Staff reviewers, after NRC's initial review of the attached notice of change of control, to provide a presentation of this transaction and the opportunity to answer any of the NRC Staff's questions. We have tentatively scheduled this meeting for mid-August based on the NRC Staff's availability.

If you have any questions regarding the enclosed Notice, please contact me at (307) 234-8235 ext. 333.

Sincerely,

A handwritten signature in black ink, appearing to read 'Donna L. Wichers', written over a horizontal line.

Donna L. Wichers  
Senior Vice President, ISR Operations

Enclosure: Notice of Change of Control and Ownership Information  
NRC Form 313

Uranium One USA, Inc.  
Uranium One Americas, Inc.  
A Member of the Uranium One Inc. Group of Companies  
tel +1 307-234-8235 • fax +1 307-237-8235  
907 N. Poplar Street, Suite 260  
Casper, Wyoming 82601  
[www.uranium1.com](http://www.uranium1.com)



(3-2009)  
10 CFR 30, 32, 33,  
34, 35, 36, 39, and 40

## APPLICATION FOR MATERIALS LICENSE

Estimated burden per response to comply with this mandatory collection request: 4.3 hours. Submittal of the application is necessary to determine that the applicant is qualified and that adequate procedures exist to protect the public health and safety. Send comments regarding burden estimate to the Records and FOIA/Privacy Services Branch (T-5 F53), U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by internet e-mail to [infocollects.resource@nrc.gov](mailto:infocollects.resource@nrc.gov), and to the Desk Officer, Office of Information and Regulatory Affairs, NEOB-10202, (3150-0120), Office of Management and Budget, Washington, DC 20503. If a means used to impose an information collection does not display a currently valid OMB control number, the NRC may not conduct or sponsor, and a person is not required to respond to, the information collection.

INSTRUCTIONS: SEE THE APPROPRIATE LICENSE APPLICATION GUIDE FOR DETAILED INSTRUCTIONS FOR COMPLETING APPLICATION. SEND TWO COPIES OF THE ENTIRE COMPLETED APPLICATION TO THE NRC OFFICE SPECIFIED BELOW.

## APPLICATION FOR DISTRIBUTION OF EXEMPT PRODUCTS FILE APPLICATIONS WITH:

OFFICE OF FEDERAL & STATE MATERIALS AND  
ENVIRONMENTAL MANAGEMENT PROGRAMS  
DIVISION OF MATERIALS SAFETY AND STATE AGREEMENTS  
U.S. NUCLEAR REGULATORY COMMISSION  
WASHINGTON, DC 20555-0001

## ALL OTHER PERSONS FILE APPLICATIONS AS FOLLOWS:

## IF YOU ARE LOCATED IN:

ALABAMA, CONNECTICUT, DELAWARE, DISTRICT OF COLUMBIA, FLORIDA, GEORGIA,  
KENTUCKY, MAINE, MARYLAND, MASSACHUSETTS, NEW HAMPSHIRE, NEW JERSEY,  
NEW YORK, NORTH CAROLINA, PENNSYLVANIA, PUERTO RICO, RHODE ISLAND, SOUTH  
CAROLINA, TENNESSEE, VERMONT, VIRGINIA, VIRGIN ISLANDS, OR WEST VIRGINIA,  
SEND APPLICATIONS TO:

LICENSING ASSISTANCE TEAM  
DIVISION OF NUCLEAR MATERIALS SAFETY  
U.S. NUCLEAR REGULATORY COMMISSION, REGION I  
475 ALLENDALE ROAD  
KING OF PRUSSIA, PA 19406-1415

## IF YOU ARE LOCATED IN:

ILLINOIS, INDIANA, IOWA, MICHIGAN, MINNESOTA, MISSOURI, OHIO, OR WISCONSIN, SEND  
APPLICATIONS TO:

MATERIALS LICENSING BRANCH  
U.S. NUCLEAR REGULATORY COMMISSION, REGION III  
2443 WARRENVILLE ROAD, SUITE 210  
LISLE, IL 60532-4352

ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, HAWAII, IDAHO, KANSAS,  
LOUISIANA, MISSISSIPPI, MONTANA, NEBRASKA, NEVADA, NEW MEXICO, NORTH  
DAKOTA, OKLAHOMA, OREGON, PACIFIC TRUST TERRITORIES, SOUTH DAKOTA, TEXAS,  
UTAH, WASHINGTON, OR WYOMING, SEND APPLICATIONS TO:

NUCLEAR MATERIALS LICENSING BRANCH  
U.S. NUCLEAR REGULATORY COMMISSION, REGION IV  
612 E. LAMAR BOULEVARD, SUITE 400  
ARLINGTON, TX 76011-4125

PERSONS LOCATED IN AGREEMENT STATES SEND APPLICATIONS TO THE U.S. NUCLEAR REGULATORY COMMISSION ONLY IF THEY WISH TO POSSESS AND USE LICENSED MATERIAL IN STATES SUBJECT TO U.S. NUCLEAR REGULATORY COMMISSION JURISDICTIONS.

## 1. THIS IS AN APPLICATION FOR (Check appropriate item)

☐ A. NEW LICENSE

☒ B. AMENDMENT TO LICENSE NUMBER SUA-1341

☐ C. RENEWAL OF LICENSE NUMBER \_\_\_\_\_

## 2. NAME AND MAILING ADDRESS OF APPLICANT (Include ZIP code)

Uranium One USA, Inc.  
907 No. Poplar Street, Suite 260  
Casper, Wyoming 82601

## 3. ADDRESS WHERE LICENSED MATERIAL WILL BE USED OR POSSESSED

Irigaray and Christensen Ranch Uranium Projects  
Johnson and Campbell Counties, Wyoming

## 4. NAME OF PERSON TO BE CONTACTED ABOUT THIS APPLICATION

Donna Wichers

TELEPHONE NUMBER

(307) 234-5019

SUBMIT ITEMS 5 THROUGH 11 ON 8-1/2 X 11" PAPER. THE TYPE AND SCOPE OF INFORMATION TO BE PROVIDED IS DESCRIBED IN THE LICENSE APPLICATION GUIDE.

## 5. RADIOACTIVE MATERIAL

a. Element and mass number; b. chemical and/or physical form; and c. maximum amount  
which will be possessed at any one time.

## 6. PURPOSE(S) FOR WHICH LICENSED MATERIAL WILL BE USED.

7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR  
TRAINING EXPERIENCE.

## 8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS.

## 9. FACILITIES AND EQUIPMENT.

## 10. RADIATION SAFETY PROGRAM.

## 11. WASTE MANAGEMENT.

## 12. LICENSE FEES (See 10 CFR 170 and Section 170.31)

FEE CATEGORY **2.A.(2)(b)** AMOUNT ENCLOSURE \$ **0.00**

## 13. CERTIFICATION. (Must be completed by applicant) THE APPLICANT UNDERSTANDS THAT ALL STATEMENTS AND REPRESENTATIONS MADE IN THIS APPLICATION ARE BINDING UPON THE APPLICANT.

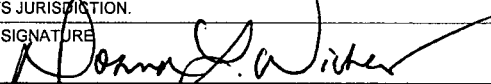
THE APPLICANT AND ANY OFFICIAL EXECUTING THIS CERTIFICATION ON BEHALF OF THE APPLICANT, NAMED IN ITEM 2, CERTIFY THAT THIS APPLICATION IS PREPARED IN CONFORMITY WITH TITLE 10, CODE OF FEDERAL REGULATIONS, PARTS 30, 32, 33, 34, 35, 36, 39, AND 40, AND THAT ALL INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF.

WARNING: 18 U.S.C. SECTION 1001 ACT OF JUNE 25, 1948 62 STAT. 749 MAKES IT A CRIMINAL OFFENSE TO MAKE A WILLFULLY FALSE STATEMENT OR REPRESENTATION TO ANY DEPARTMENT OR AGENCY OF THE UNITED STATES AS TO ANY MATTER WITHIN ITS JURISDICTION.

## CERTIFYING OFFICER -- TYPED/PRINTED NAME AND TITLE

Donna Wichers, Senior Vice President ISR Operations

## SIGNATURE



## DATE

07/20/2010

## FOR NRC USE ONLY

| TYPE OF FEE | FEE LOG | FEE CATEGORY | AMOUNT RECEIVED | CHECK NUMBER | COMMENTS |
|-------------|---------|--------------|-----------------|--------------|----------|
|             |         |              | \$              |              |          |
| APPROVED BY |         |              |                 | DATE         |          |

**MATERIALS LICENSE SUA-1341  
NOTICE OF CHANGE OF CONTROL  
Materials License SUA-1341, Docket No. 40-8502**

**NRC Form 313 Attachment  
Items 5 Through 11**

Applicant

Uranium One USA, Inc.  
907 No. Poplar Street, Suite 260  
Casper, WY 82601

**5. Radioactive Material:**

a) Element and Mass Number:

Uranium- Unat ( $U_{238}$ ,  $U_{234}$ , and  $U_{235}$ )

b) Chemical and/or Physical Form:

Unat - Unspecified  
In Solution and adsorbed on resin

c) Maximum Amount Which will be possessed at any one time:

Unlimited

**6. PURPOSE FOR WHICH LICENSED MATERIAL WILL BE USED:**

Fuel for electricity generation from nuclear power plants.

**7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM  
AND THEIR TRAINING EXPERIENCE:**

No change from current license

**8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING  
RESTRICTED AREAS:**

No change from current license

**9. FACILITIES AND EQUIPMENT:**

No change from current license

**10. RADIATION SAFETY PROGRAM:**

No change from current license

**11. WASTE MANAGEMENT:**

No change from current license

From: Origin ID: CPRA (307) 234-8235  
Donna Wichers, Sr. V.P.-ISR Opr.  
Uranium One Americas, Inc.  
907 North Poplar Street  
Suite 260  
Casper, WY 82601

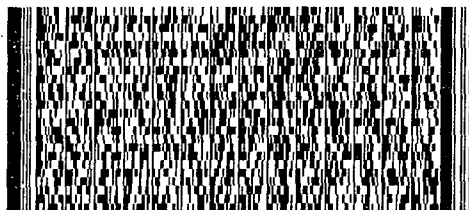


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SHIP TO: (301) 415-7295

BILL SENDER

**Keith McConnell, Deputy Director**  
**U.S. Nuclear Regulatory Commission**  
**11545 ROCKVILLE PIKE**  
**DURLD, MS T8 F5**  
**ROCKVILLE, MD 20852**



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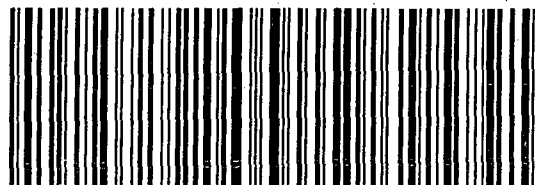
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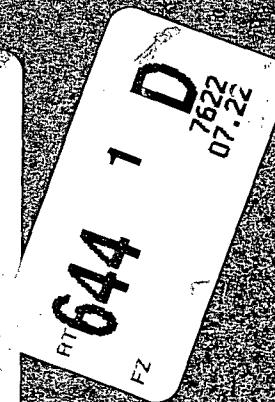
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After printing this label:

1. Use the 'Print' button on this page to print your label to your laser or inkjet printer.
2. Fold the printed page along the horizontal line.



# **NOTICE OF CHANGE OF CONTROL AND OWNERSHIP INFORMATION**

**IRIGARAY / CHRISTENSEN RANCH PROJECT  
MATERIALS LICENSE SUA-1341  
(DOCKET No. 40-8502)**

**MOORE RANCH PROJECT  
MATERIALS LICENSE APPLICATION  
(DOCKET No. 40-9073)**

**JAB & ANTELOPE PROJECT  
MATERIALS LICENSE APPLICATION  
(DOCKET No. 40-9079)**

**LUDEMAN PROJECT  
MATERIALS LICENSE APPLICATION  
(DOCKET No. 40-9095)**

**URANIUM ONE INC.  
URANIUM ONE USA, INC.  
URANIUM ONE AMERICAS, INC.**

**July 20, 2010**

## I. INTRODUCTION AND EXECUTIVE SUMMARY

Uranium One USA, Inc., a Delaware corporation ("Uranium One USA") operates the Irigaray Facility in Johnson County, Wyoming ("Irigaray") and the Christensen Ranch Facility in Johnson and Campbell County, Wyoming ("Christensen Ranch") under Nuclear Regulatory Commission ("NRC") Materials License SUA-1341 ("License"), a copy of which is attached hereto as **Exhibit 1** (Amendment No. 16 dated June 22, 2010). The License is currently in operating status under timely renewal, subject to the renewal application submitted to the NRC on May 31, 2008.

Uranium One Americas, Inc., a Nevada corporation ("Uranium One Americas") is the applicant under Materials License Applications filed for the Moore Ranch Project (Docket No. 40-9073), the Jab & Antelope Project (Docket No. 40-9079) and the Ludeman Project (Docket No. 40-9095) (collectively the "Applications") covering mining properties located in Campbell County, Converse County, and Sweetwater County, Wyoming.

Uranium One Inc., a Canadian corporation publicly traded on the Toronto Stock Exchange ("TSX") with a secondary listing on the JSE Limited (the Johannesburg stock exchange) ("Uranium One") is the ultimate parent corporation of Uranium One USA and Uranium One Americas. On June 8, 2010, Uranium One entered into a Purchase and Subscription Agreement ("PSA") with JSC Atomredmetzoloto<sup>1</sup> ("ARMZ") and its wholly owned subsidiaries Effective Energy N.V., a Dutch limited liability company ("Effective Energy") and Uranium Mining Company, a Russian open joint stock company ("UMC")<sup>2</sup> under which Uranium One will receive cash and interests in two uranium mines in southern Kazakhstan from Effective Energy and UMC in return for issuing new common shares of Uranium One to Effective Energy and UMC (the "Transaction").

Pursuant to U.S. Code of Federal Regulations 10 C.F.R. § 40.46, the License may not be transferred, assigned, or in any manner disposed of, directly or indirectly, through transfer or change of control without first receiving NRC consent. For this purpose, Uranium One USA and Uranium One Americas (collectively referred to as "Applicants"), submit this Notice of Change of Control and Ownership Information ("Notice") for the License and the Applications to the NRC for approval.

Pursuant to the change of control requirements adopted by the NRC and set forth in Nuclear Regulatory Commission, Consolidated Guidance About Materials Licenses, NUREG-1556 Volume 15 ("NRC Guidance"), this Notice sets forth information regarding the (1) nature of the Transaction; (2) training, experience and qualifications of management and safety personnel; (3) change of location, equipment and procedures as a result of the change of control; (4) status of surveillance program and records; (5) transfer and maintenance of decommissioning records; and (6) the Applicants' continued commitment to abide by the constraints, conditions, commitments, and requirements of the License.

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<sup>1</sup> ARMZ is directly and indirectly owned by the Russian State Atomic Energy Corporation Rosatom, as discussed in greater detail in Section II.A.4 below.

<sup>2</sup> Effective Energy and UMC are holding companies that are wholly owned by ARMZ.

Federal Regulations and NRC Guidance do not address change of control requirements applicable to the Applications. Out of an excess of caution, this Notice includes a discussion of the Transaction's effect upon the Applications.

The Applicants request that the NRC provide its approval for the change of control of Uranium One resulting from the Transaction. The proposed Transaction will have no effect upon the License and Applications held by the Applicants. The proposed Transaction will not effect (i) the personnel having control over licensed activities (including the Radiation Safety Officer); (ii) the use, possession, location, or storage of licensed materials; (iii) the Applicant's organization; (iv) the facilities, equipment and records associated with the License or the Applications; (v) any of the operating or safety procedures associated with the License or the Applications; or (vi) the surety arrangements, bonds and letters of credit associated with the License.

Following the completion of the Transaction, Uranium One will remain a publicly listed company on the TSX and JSE Limited and will continue to be subject to extensive and ongoing securities regulatory, corporate governance and financial statement preparation and reporting requirements under applicable Canadian laws and regulations and the rules and regulations of the TSX and the JSE Limited. Furthermore, the Transaction does not provide for or anticipate any changes to Uranium One subsidiaries in the United States, including the Applicants or any change in the officers and directors of the Applicants.

## **II. CHANGE OF CONTROL REQUIREMENTS**

**A. Description of Transaction.** Applicants are instructed to provide a complete description of the proposed transaction, including the new name and contact information for the organization gaining control of the license (NRC Guidance Criteria 5.1).

### **1. Prior Relationships Applicable to the Transaction**

#### **(a) *Uranium One and ARMZ***

Through an agreement dated June 14, 2009, through its wholly owned subsidiary Uranium One Netherlands B.V., Uranium One acquired a 50% interest in the Karatau uranium mine ("Karatau Mine") in Kazakhstan from Effective Energy ("Karatau Purchase Agreement"). To acquire its 50% ownership interest in the Karatau Mine, under the Karatau Purchase Agreement, Uranium One made cash payments and issued 117 million common shares of Uranium One to Effective Energy. (A copy of Uranium One's press releases dated December 15, 2009 announcing the closing of the transaction under the Karatau Purchase Agreement and February 1, 2010 announcing the exercise of options under the Karatau Purchase Agreement are attached as **Exhibit 2**.) Under the Karatau Purchase Agreement, Uranium One and ARMZ entered into an Initial Framework Agreement, under which ARMZ was entitled to appoint two nominees to Uranium One's Board of Directors. As a result of the Karatau Purchase Agreement and the subsequent exercise of options as more particularly described in the February 1, 2010 Press Release attached as **Exhibit 2**, ARMZ, through its wholly owned subsidiary Effective

Energy, currently owns 135,963,600 common shares of Uranium One, representing approximately 23.1% of Uranium One's issued and outstanding common shares.

*(b) Uranium One and JUMI*

On February 9, 2009, Uranium One entered into a subscription agreement ("JUMI Subscription Agreement") with Japan Uranium Management Inc., a special purpose corporation formed under the laws of British Columbia ("JUMI"), providing for the private placement of an aggregate of 117 million common shares of Uranium One, for gross cash proceeds of approximately C\$269.1 million. JUMI is a company formed by The Tokyo Electric Power Company ("TEPCO"), Toshiba Corporation and the Japan Bank for International Cooperation ("JBIC"). (Collectively, TEPCO, Toshiba Corporation and the JBIC are referred to in this Notice as the "Japanese Parties.") On June 11, 2009, Uranium One announced an extension to December 15, 2009 of the JUMI Subscription Agreement with closing of the private placement subject to Kazakh regulatory approval. Uranium One expected to receive the approval within the extension period.

Because Kazakh Government approval had not yet been obtained, on December 29, 2009, Uranium One and JUMI executed documentation in connection with a convertible debenture ("JUMI Convertible Debenture"). Specifically, the JUMI Subscription Agreement was revised to provide for a private placement to JUMI of a C\$269.1 million aggregate principal amount 3% convertible unsecured subordinated debenture maturing ten years from the date of issue. The JUMI Convertible Debenture will automatically convert into 117 million common shares upon receipt of required Kazakh regulatory approval, which is expected to occur during 2010. If such approval is not received by January 5, 2011, JUMI may, upon 12 months' prior notice, cause the JUMI Convertible Debenture to be redeemed at par plus accrued and unpaid interest. However, such redemption may not occur before January 5, 2012.

Closing of the private placement of the JUMI Convertible Debenture occurred on January 14, 2010. Uranium One received aggregate gross cash proceeds of C\$269.1 million at that time. (Copies of Uranium One's press releases dated February 10, 2009 announcing the subscription agreement, June 11, 2009 announcing its extension and January 14, 2010 announcing closing of the private placement of the JUMI Convertible Debenture are collectively attached as **Exhibit 3**) If the Transaction in this Notice is consummated and the JUMI Convertible Debenture is converted into Uranium One common shares according to its terms, JUMI would then hold an approximate 10% equity position in Uranium One.

Upon the closing of the JUMI Convertible Debenture, Uranium One entered into an amended and restated strategic relationship agreement ("JUMI Relationship Agreement") with the Japanese Parties, which became effective on January 14, 2010. Consistent with the JUMI Relationship Agreement, JUMI currently has two directors on Uranium One's Board of Directors: Shigeo Fujinami and Akihiro Takubo. As discussed in more detail in Section II.A.2 of this Notice below, upon closing of the Transaction, depending on whether the JUMI Convertible Debenture converts into common shares or whether and when JUMI commits to exercise its repurchase rights or retain the JUMI Convertible Debenture, the Uranium One Board



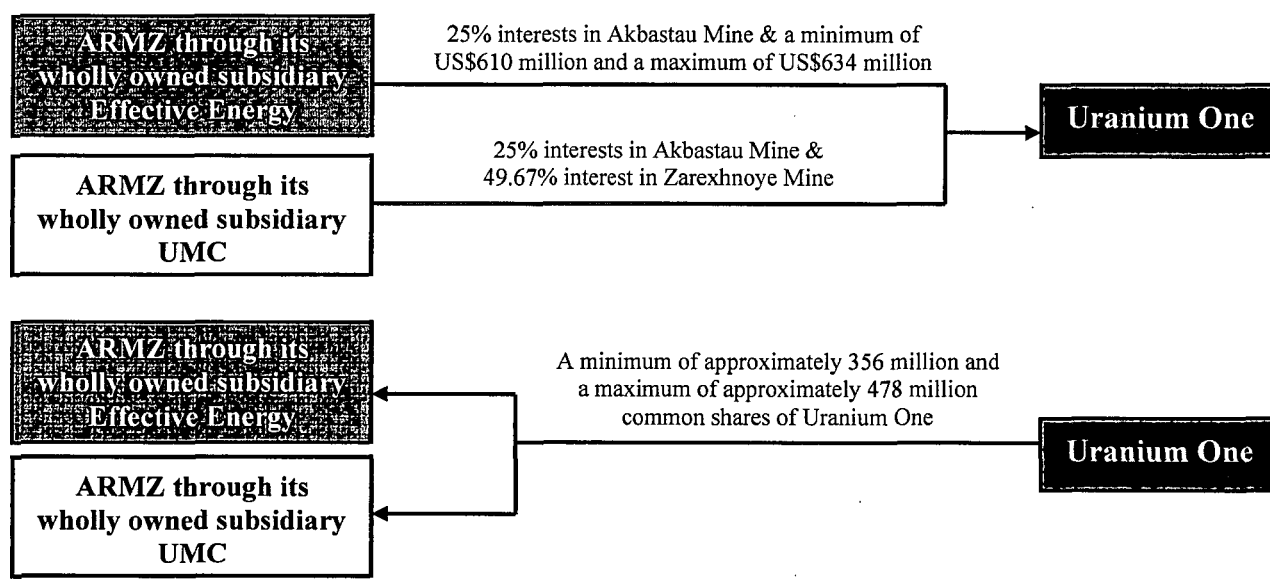
will have a total of nine, 11 or 13 directors with JUMI having rights to nominate zero, one or two of those directors.

## 2. Current Transaction

On June 8, 2010, ARMZ, Effective Energy and UMC entered into the PSA with Uranium One. (Copies of Uranium One's and ARMZ's press releases dated June 8, 2010 announcing the Transaction are collectively attached as **Exhibit 4**.) Simultaneously and in conjunction with the PSA, Uranium One and ARMZ also entered into an amended and restated framework agreement ("Amended Framework Agreement"). The Amended Framework Agreement will supersede the Initial Framework Agreement.

The Transaction that is the subject of this Notice is detailed in the PSA and the Amended Framework Agreement. Fundamentally, Uranium One will acquire interests in two more uranium mines in Kazakhstan and ARMZ, through its wholly owned subsidiaries Effective Energy and UMC, will acquire a majority equity interest in Uranium One. Uranium One will remain a publicly listed company in Canada after closing of the Transaction. **Figure 1** is a graphical representation of the interests that will be exchanged under the Transaction. After closing, Uranium One will pay a special cash dividend of at least US\$1.06 per share to its shareholders, other than ARMZ, Effective Energy and UMC.<sup>3</sup> Under the PSA, Uranium One has agreed to customary non-solicitation provisions, which permit Uranium One to accept a superior transaction, subject to ARMZ having a five business day right to match, as well as the right to the payment of a break-up fee of US\$40 million in certain circumstances.

**Figure 1: Graphical Representation of the Transaction**



<sup>3</sup> The above details about the Transaction assume that JUMI exercises its right of repurchase under the terms of the JUMI Convertible Debenture, which will be triggered by the Transaction. If JUMI elects to retain the JUMI Convertible Debenture, the PSA provides for increases in the cash to be paid by ARMZ to Uranium One, the shares issued by Uranium One to ARMZ and the dividends paid to the minority shareholders. **Table 1** below details the various scenarios depending on whether and when JUMI exercises its right of repurchase under the terms of the JUMI Convertible Debenture.

Under the Transaction, Uranium One will acquire Effective Energy's 25% interest in and UMC's 25% interest in JV Akbastau, a joint stock company organized under the laws of Kazakhstan ("Akbastau") and whose business is the mining operations and marketing of uranium produced from the Budenovskoye Field in Kazakhstan ("Akbastau Mine"). In addition, Uranium One will also acquire UMC's 49.67% interest in JV Zarechnoye, a Kazakh-Russian-Kyrgyz joint stock company formed in pursuance of a constitutive agreement dated August 23, 2001 ("Zarechnoye") and whose business is the mining operations and marketing of uranium produced from the Zarechnoye fields in Kazakhstan ("Zarechnoye Mine").<sup>4</sup>

The Transaction is subject to traditional commercial closing conditions including various governmental and regulatory approvals. Closing of the Transaction is to occur in two stages. Closing of the initial stage of the Transaction, when ARMZ, through Effective Energy and UMC, will acquire the first half of the Uranium One shares (a minimum of approximately 178 million and a maximum of approximately 239 million common shares) and make the payment to Uranium One (a minimum of US\$610 million and a maximum of US\$634 million), is expected to take place on or before November 30, 2010 ("Initial Closing Date"). Within seven days of the Initial Closing Date, Uranium One will set a record date to determine the shareholders entitled to the special dividend ("Record Date") and will make such payment to certain of its shareholders no later than 21 days following the Record Date. Closing of the second stage of the Transaction, when ARMZ, through Effective Energy and UMC will acquire the second half of the Uranium One shares (a minimum of 178 million and a maximum of 239 million common shares) and the interests in Akbastau and Zarechnoye will be transferred to Uranium One, is to occur within 20 business days of the payment of the special dividend to Uranium One's shareholders, other than ARMZ, Effective Energy and UMC, each of which has waived its rights to receive the special dividend.

The Amended Framework Agreement contains several provisions regarding the relationship between the Parties including:

- Uranium One Board of Directors: Upon closing of the Transaction and assuming that JUMI has no right to nominate any directors to Uranium One's Board of Directors, Uranium One's Board of Directors will be reduced from its current size of 13 directors to nine directors. Of those nine remaining directors, ARMZ will be entitled to nominate five (a majority of the reconstituted full Board). However, because Uranium One will remain a public company in Canada, Uranium One's Board of Directors will continue to have a majority of "independent directors," as defined in "National Instrument 52-110"<sup>5</sup> of the Canadian Securities Administrators. (A copy of

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<sup>4</sup> Kazatomprom, a Kazakh state-owned enterprise, is ARMZ's main joint venture partner in Zarechnoye and Akbastau. (Karabalty Mining Complex, a joint stock company incorporated in the Kyrgyz Republic, holds a 0.66% interest in Zarechnoye.) As a result of its acquisition of UMC's shareholdings in Zarechnoye and Akbastau and of Effective Energy's shareholding in Akbastau, Uranium One will acquire all of ARMZ's shareholdings in each of Zarechnoye and Akbastau.

<sup>5</sup> Under "National Instrument 52-110" of the Canadian Securities Administrators, a director is considered to be independent if the director:

(a) is not an employee or executive officer of the issuer, and (b) does not have, or has not had, any relationship with the issuer, or an executive officer of the issuer, which could, in the view of the issuer's

“National Instrument 52-110” of the Canadian Securities Administrators is attached as **Exhibit 5.**)

In accordance with Uranium One’s corporate governance guidelines, the audit, compensation and corporate governance and nominating committees will continue to be comprised exclusively of independent directors.

- Board Increases with JUMI Presence: Under the JUMI Relationship Agreement, JUMI has: (i) the right to nominate two appointees of Uranium One’s current 13 member Board of Directors provided that JUMI has an actual or deemed equity interest of 15% or more of Uranium One’s issued and outstanding common shares; and (ii) the right to nominate one appointee of Uranium One’s current 13 member Board of Directors provided that JUMI has an actual or deemed equity interest of more than 10% but less than 15% of Uranium One’s issued and outstanding common shares.

If the Transaction proceeds and the JUMI Convertible Debenture is converted into Uranium One common shares according to its terms, JUMI will hold an approximate 10% equity stake in Uranium One and be entitled to nominate one director. In that case, the Board will be increased to 11 directors and ARMZ can nominate one more independent director (i.e., there will be a total of six independent directors). As long as JUMI holds an equity interest or deemed equity interest in Uranium One of more than 15%, JUMI will be entitled to appoint two directors to the Uranium One Board of Directors. In that case, if JUMI is entitled to nominate two directors to Uranium One’s Board of Directors, then the Board will be increased to 13 directors and ARMZ can nominate another independent director (i.e., there will be seven independent directors). If the JUMI Convertible Debenture is repaid or falls below 10%, JUMI will give up its Board seats.

- Management Secondees: As long as ARMZ, together with its affiliates (including Effective Energy and UMC), owns 10% or more of the total number of issued and outstanding common shares of Uranium One, ARMZ has the right to second two individuals into Uranium One management positions. One such ARMZ management secondee must be located in Kazakhstan. Neither of the secondees may be located in the United States, and neither may be given any management role with respect to any of the assets, facilities or properties located in the United States and ultimately owned by Uranium One (“Uranium One U.S. Facilities”).
- Top Up Rights: ARMZ has “top up rights” to acquire additional Uranium One common shares if any of the 7.5% convertible unsecured subordinated debentures of Uranium One due March 13, 2015 (“Uranium One Debentures”) are converted into common shares. Such top up rights will allow ARMZ to return to its common shareholding percentage of Uranium One before the conversion of the Uranium One

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board of directors having regard to all relevant circumstances, be reasonably perceived to interfere with the exercise of his or her independent judgment.

Debentures. Such top up rights must be exercised within a period of ten days after the quarter end.

ARMZ also has top up rights if any of the JUMI Convertible Debentures are converted into common shares following the closing of the Transaction. If any of the JUMI Convertible Debentures are converted, ARMZ will receive the lesser of: (i) the number of common shares required for ARMZ to hold 51% of the issued and outstanding common shares of Uranium One; or (ii) 19 million common shares for no further consideration. In addition, Uranium One will commence a normal course issuer bid to purchase the lesser of: (a) the number of common shares required for ARMZ to hold 51% of the issued and outstanding common shares of Uranium One; or (b) 30 million common shares. After 90 days, if sufficient common shares have not been purchased under the normal course issuer bid, ARMZ will have the right to purchase, within 10 days, common shares from treasury so that ARMZ holds 51% of the issued and outstanding common shares of Uranium One following the conversion of the JUMI Convertible Debenture. **Table 1** below details, depending on the status of the JUMI Convertible Debenture, the number of Uranium One common shares that will be issued to ARMZ through Effective Energy and UMC (and the corresponding percent ownership interest in Uranium One), the cash proceeds to be paid to Uranium One by Effective Energy and the special dividend per Uranium One share to be paid to Uranium One's shareholders other than ARMZ, Effective Energy and UMC.

**Table 1: JUMI Debenture Alternatives**

| <b><u>Alternative</u></b>   | <b><u>Number of Uranium One Shares that will Issue to ARMZ</u></b> | <b><u>Corresponding Percent Share in Uranium One</u></b> | <b><u>Cash Proceeds to be Paid to Uranium One</u></b> | <b><u>Special Dividend Per Uranium One Share</u></b> |
|---|--|--|---|--|
| JUMI Convertible Debenture Converted into Uranium One Common Shares | 478,029,837  | 51.9%  | US\$634 million                                       | US\$1.43   |
| JUMI Convertible Debenture Repurchased                              | 356,254,329  | 52.1%  | US\$610 million                                       | US\$1.06   |
| JUMI Convertible Debenture Remains Outstanding                      | 478,029,837  | 57.6%  | US\$634 million                                       | US\$1.43   |

- **Uranium One Right of First Offer:** If ARMZ wants to sell, transfer, assign or otherwise dispose of any of its uranium assets located outside Russia, other than to an affiliate, ARMZ must first offer these assets to Uranium One.
- **Standstill:** ARMZ has agreed to a standstill of 18 months from the date of completion of the transfer of the Akbastau Mine and the Zarechnoye Mine to Uranium One during which ARMZ may not, without Uranium One's prior consent, dispose of or

acquire any additional Uranium One shares, except under agreed anti-dilution rights. These rights will allow ARMZ to maintain not less than a 51% interest in Uranium One. Further, ARMZ has agreed not to sell any of its Uranium One common shares to a purchaser who would hold 33.3% or more of Uranium One's common shares after such sale unless that sale was made pursuant to an identical offer made to all of Uranium One's shareholders.

### **3. Uranium One U.S. Licenses and Facilities**

The Transaction will not affect the License, Applications or any of the Uranium One U.S. Facilities. The Amended Framework Agreement provides that no ARMZ secondee to Uranium One will be located in the United States and no such secondee will be given any management role with respect to the Uranium One U.S. Facilities. Uranium One is and will remain a publicly listed company on the TSX and JSE Limited and will continue to be subject to extensive and ongoing securities regulatory, corporate governance and financial statement preparation and reporting requirements under applicable Canadian laws and regulations and the rules and regulations of the TSX and the JSE Limited. The equity and debt capital markets that Uranium One has accessed in the past and intends to access in the future are subject to extensive regulation and public disclosure requirements. These substantial requirements ensure ongoing transparency in the conduct of Uranium One's business affairs.

Uranium One USA is the current licensee under the License and will remain the licensee after the closing of the Transaction. Likewise, Uranium One Americas is the current applicant under the Applications and will remain the applicant after the closing of the transaction. The Transaction does not provide for or anticipate any changes to Uranium One subsidiaries in the United States, including the Applicants or any change in the officers and directors of the Applicants. A diagram of the current Uranium One corporate structure is attached as **Exhibit 6**. A current list of the officers and directors of Uranium One, Uranium One USA and Uranium One Americas is attached as **Exhibit 7**. A copy of the articles of incorporation for Uranium One, Uranium One USA and Uranium One Americas is attached hereto as **Exhibit 8**.

Contact information for Uranium One and the Applicants concerning this Notice is as follows:

Donna Wichers  
Senior Vice President, ISR Operations  
Uranium One Inc.  
Uranium One Americas, Inc.  
Uranium One USA, Inc.  
907 North Poplar, Suite 260  
Casper, Wyoming 82601  
307.234.8235  
[donna.wichers@uranium1.com](mailto:donna.wichers@uranium1.com)

#### 4. Description of ARMZ

ARMZ is a joint stock company organized under the laws of the Russian Federation. ARMZ was formed in 1992 under the name Atomredmetzoloto State Concern. Atomredmetzoloto State Concern was previously engaged in exploration, mining and processing of uranium and gold and rare element ores and construction of mining facilities. In 1995, following changes in the Russian business organizations law, Atomredmetzoloto State Concern was transformed into an open joint stock company, and in 1999, was re-registered as JSC Atomredmetzoloto (ARMZ). In 2007, pursuant to a presidential decree restructuring the Russian nuclear power industry and consolidating its civilian assets into an industry arm separate and distinct from the country's military nuclear power complex, all Russian domestic uranium mining enterprises and international mining joint ventures were consolidated and brought under the management of ARMZ. To conform its name to its key area of business, in 2008, ARMZ adopted the name of ARMZ Uranium Holding Co., which it uses interchangeably with the name JSC Atomredmetzoloto.

ARMZ is headquartered in Moscow, Russia. ARMZ does not have any branch offices. In addition to its mining and exploration facilities in Russia, ARMZ has exploration and mining ventures and joint ventures in Armenia, Canada, Kazakhstan, Mongolia, and Namibia. ARMZ is currently devoted to uranium mining; it has only one gold-and-uranium mining plant, which is still in a construction phase and which has not yet produced any gold. The 2009 Combined and Consolidated Financial Statement for ARMZ and the 2008 Annual Report<sup>6</sup> is attached as **Exhibit 9**. Biographical information on ARMZ's current Senior Management Team and Board Members is attached as **Exhibit 10**. An additional description of ARMZ's current management and supervisory bodies is included in Section 10.2 on page 59 of the 2008 Annual Report attached as **Exhibit 9**. In addition, an English language version of ARMZ's charter is provided as **Exhibit 11**.

ARMZ is directly and indirectly owned by the State Atomic Energy Corporation Rosatom ("Rosatom"). Rosatom, the successor to the Russian Federal Agency of Atomic Energy, is an organization that is the primary regulator of the Russian nuclear energy industry and is broadly divided into a "Nuclear Weapons Complex" and an "Atomic Energy Industrial Complex" the latter being focused on peaceful uses of nuclear power for electric power generation and other such applications. Rosatom's powers, functions and goals are governed by Federal Law No. 317-FZ of December 1, 2007 on the State Atomic Energy Corporation ("Law on Rosatom"). A copy of the English version of the Law on Rosatom is provided in **Exhibit 12** to this Notice. Biographical information on Rosatom's current Senior Management Team and Board Members is attached as **Exhibit 13**.

Broadly speaking, the Law on Rosatom vests Rosatom with the authority to carry out certain functions on behalf of the Russian Government, including: (i) the administration of civilian and military atomic energy uses; (ii) legal regulation of civilian and atomic energy uses; and (iii) administration of activities in connection with the development and production of atomic energy for civilian and military uses. Among its various responsibilities, Rosatom

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<sup>6</sup>ARMZ is currently preparing its 2009 Annual Report, which it expects release in the next month.

represents the Russian Federation in various international fora and carries out the Russian Government's policies with respect to international cooperation in non-proliferation and nuclear safety. For instance, the Protocol to the U.S.-Russian Plutonium Management and Disposition Agreement, signed by the two governments on April 13, 2010, envisions that such collaboration activities will be agreed upon and implemented by the U.S. Department of Energy and Rosatom, respectively.

ARMZ and its subsidiaries function within Rosatom's Atomic Energy Industrial Complex. Atomenergoprom, another subsidiary of Rosatom, controls the operations of the civilian branch of the Russian nuclear industry and is a shareholder in ARMZ. The Russian civilian Atomic Energy Industrial Complex was expressly separated from the Nuclear Weapons Complex by Federal Law No. 13-FZ of February 5, 2007, on the Specifics of Managing, and Disposing of, the Property and Stocks of Organizations Engaged in the Activity of Using Atomic Energy and on Amending Some Legislative Acts of the Russian Federation ("Law on Atomenergoprom"). Pursuant to the Law on Atomenergoprom, Atomenergoprom heads Russia's Atomic Energy Industrial Complex and unites under its umbrella all of the civilian assets of the Russian nuclear industry. A copy of the English version of the Law on Atomenergoprom is provided in **Exhibit 14** to this Notice.

In addition, TVEL JSC ("TVEL"), another civilian entity within the Atomic Energy Industrial Complex owned indirectly by Rosatom through Atomenergoprom, is a shareholder of ARMZ. TVEL engages in processing of uranium ore, production of nuclear fuel, manufacturing of fuel production assembly lines, and provision of scientific and technical support for fuel production operations of nuclear power plants. **Table 2** below summarizes the percentages of ownership interests in ARMZ and its corporate parents.

**Table 2: Percentage Ownership in ARMZ**

| <u>Entity</u>  | <u>Ownership Percentage</u> | <u>Shareholder</u> |
|----------------|-----------------------------|--------------------|
| ARMZ           | 79.830%                     | Rosatom            |
|                | 20.021%                     | TVEL               |
|                | 0.149%                      | Atomenergoprom     |
| TVEL           | 100%                        | Atomenergoprom     |
| Atomenergoprom | 100%                        | Rosatom            |

An ownership chart demonstrating the current ownership structure of ARMZ is provided on **Exhibit 15**. In accordance with a Rosatom board resolution dated June 11, 2010, Rosatom intends to transfer all of its interest in ARMZ to Atomenergoprom in exchange for newly issued shares of Atomenergoprom. This transaction is expected to be completed in September 2010. An ownership chart demonstrating the ownership structure of ARMZs following the completion of the September 2010 transfer is included on **Exhibit 15**.

The addresses, principal places of business, and website addresses (if available) for Rosatom, TVEL Atomenergoprom, ARMZ, Effective Energy and UMC are included below:

State Atomic Energy Corporation "Rosatom"  
24/26 Bld., Bolshaya Ordynka Str.  
119017 Moscow, Russia  
Tel: 7-499-949-4083  
Fax: 7-499-949-2263  
Email: [rosatom@skc.ru](mailto:rosatom@skc.ru)  
Website: [www.rosatom.ru/en](http://www.rosatom.ru/en)

JSC TVEL  
49 Kashirskoe Shosse  
115409 Moscow, Russia  
Tel: 7-495-239-4922  
Fax: 7-495-988-8383  
Email: [info@tvel.ru](mailto:info@tvel.ru)  
Website: [www.tvel.ru/en](http://www.tvel.ru/en)

JSC Atomenergoprom  
24/26 Bld., Bolshaya Ordynka Str.  
119017 Moscow, Russia  
Tel: 7-495-969-2939  
Fax: 7-495-969-2936  
Email: [info@atomenergoprom.ru](mailto:info@atomenergoprom.ru)  
Website: [www.atomenergoprom.ru/en](http://www.atomenergoprom.ru/en)

JSC Atomredmetzoloto "ARMZ"  
22, B. Drovyanoi Lane  
Moscow, Russia 109004  
Tel: 8-495-508-8808  
Fax: 8-495-508-8810  
Email: [info@armz.ru](mailto:info@armz.ru)  
Website: [www.armz.ru/eng](http://www.armz.ru/eng)

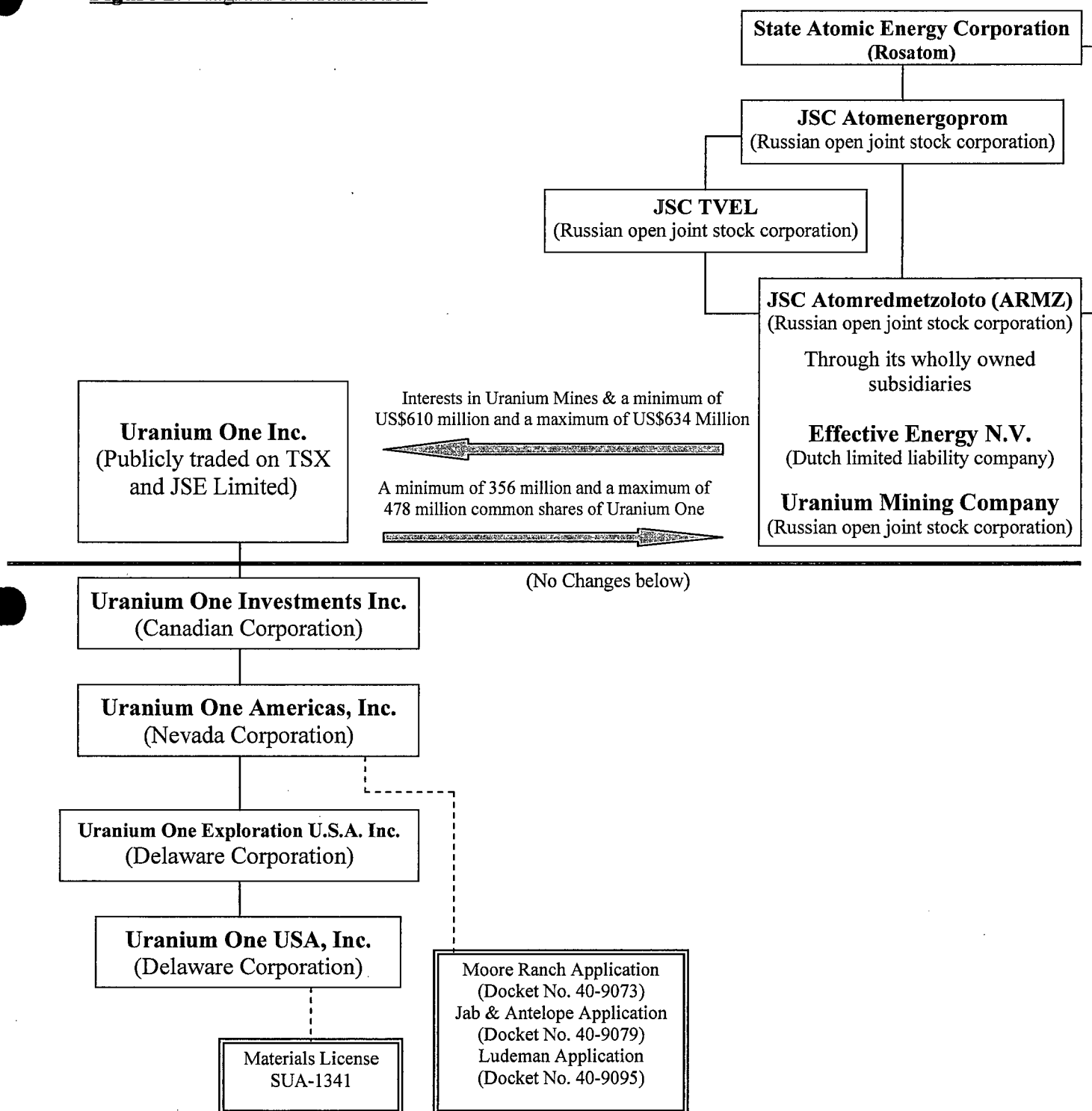
Effective Energy N.V.  
Leliegracht 10, 1015 DE, Amsterdam,  
The Netherlands  
Website: (none)

Uranium Mining Company  
75, Zemlynoi Val  
109004 Moscow, Russia  
Website: [www.umc.armz.ru/eng/](http://www.umc.armz.ru/eng/)

**Figure 2** included below is a diagram showing the relation of the Transaction to the Rosatom, ARMZ, the Applicants, the License and the Applications.



**Figure 2: Diagram of Transaction<sup>7</sup>**



<sup>7</sup> All subsidiaries within the Uranium One chain of ownership are owned 100% by the preceding company. A diagram showing the ownership percentages for the subsidiaries within the Rosatom chain of ownership are described on **Exhibit 15**.

## 5. Required NRC Findings

Under the Atomic Energy Act of 1954, as amended, the NRC is required to make a finding that the change of control of the License proposed in this Notice will not be “inimical to the common defense and security, and would not constitute unreasonable risk to the health and safety of the public.” *See* 42 U.S.C. § 2093(b); 10 C.F.R. § 40.38. The Transaction described in this Notice meets this standard. Under the Transaction, there will be no change to Uranium One USA’s corporate structure or key operating personnel, licensed activities or location of operations.

**B. Changes of Personnel.** Applicants are directed to provide information concerning changes in personnel that have control over licensed activities, including pertinent training, experience and qualifications of the individuals (NRC Guidance Criteria 5.2).

The Transaction does not provide for or anticipate any changes to personnel that have control over licensed activities under the License or proposed under the Applications. As noted above, Uranium One does not anticipate any changes to Uranium One subsidiaries in the United States, including the Applicants or any change in the officers and directors of the Applicants.

**C. Changes of Location, Equipment and Procedures.** Applicants are instructed to provide a description of planned changes in location, facilities, equipment, or procedures that would normally require a license amendment (NRC Guidance Criteria 5.3).

The Transaction does not provide for or anticipate any changes in the location, facilities, equipment or procedures used under the License or proposed under the Applications. The Transaction is a stock transaction at the Uranium One parent level and will have no affect on any of the Uranium One U.S. Facilities, or any of the equipment or procedures used at the Uranium One U.S. Facilities.

**D. Surveillance Records.** Applicants must submit a statement that all required surveillance has been performed, documented and reviewed. If there are surveillance items that are not or will not be completed by the date of the license transfer, the licensee must submit to the NRC the reasons the items will not be completed, any corrective actions required and the date these corrective actions will be completed (NRC Guidance Criteria 5.4).

Uranium One USA, as the current licensee under the License, states that all required surveillance for Irigaray and Christensen Ranch has been performed, documented and reviewed. The Transaction does not provide for or anticipate any changes to the monitoring or surveillance records under the License and Application or and changes to the record keeping and reporting procedures currently used at the Uranium One U.S. Facilities.

**E. Decommissioning and Related Records Transfers.** Applicants are required to arrange for the transfer and maintenance of records important to the safe and effective decommissioning of facilities involved in the licensed activities and to describe herein the

method and proposed timetable for the transfer of records. As part of the transfer Applicants must disclose the current status of the licensed facility with regard to ambient radiation levels and fixed and removable contamination as a result of the licensed activities thus far conducted at the facility. To the extent contamination is present at the licensed facility, Applicants must describe how and when decontamination will occur or state that decommissioning has yet to be determined. After a disclosure of the status of the facility, the transferee must confirm in writing that it accepts full responsibility for the decommissioning of the site, including all contaminated facilities and equipment (NRC Guidance Criteria 5.5).

The Transaction does not provide for or anticipate any changes to the records relating to the License or the Applications. All of Uranium One USA's records relating to Irigaray and Christensen Ranch and the License will remain in the possession of Uranium One USA.

As required by License Condition 12.1 and 10 C.F.R. § 40.65, Uranium One USA has submitted periodic reports to the NRC describing the current ambient radiation levels and fixed and removable contamination at Irigaray and Christensen Ranch. The current contamination status of Irigaray and Christensen Ranch is documented in the routine periodic radiation safety monitoring records maintained on site, and additional relevant information can be found in the following document which has been submitted to the NRC: The 2009 Annual Effluent and Monitoring Report, February, 2010.

Uranium One and Uranium One USA are aware of the current status of Irigaray and Christensen Ranch with regard to ambient radiation levels and fixed and removable contamination as described above and in the referenced documents. Uranium One and Uranium One USA understand the current regulatory actions and issues associated with the License, including the NRC's ongoing review of Uranium One USA's license renewal application. Uranium One and Uranium One USA realize and acknowledge that remediation during future decommissioning may be required for historic spills or leaks. Uranium One USA reaffirms that it has full responsibility for the decommissioning of Irigaray and Christensen Ranch and all associated facilities and equipment after the closing of the Transaction in accordance with the approved Decommissioning Plan referenced in License Condition 9.3.

**F. Transferee's Commitment to Abide by the Transferor's Commitments.** The transferee in a change of control application must either provide (i) an agreement to abide by all constraints, license conditions, requirements, representations, and commitments identified in and attributed to the existing license; or (ii) a description of the transferees' program to ensure compliance with the license and regulations. In addition, if any unresolved enforcement or inspections issues exist under the license the transferee must address the action to be taken to resolve such issues (NRC Guidance Criteria 5.6).

As previously stated, this Transaction does not affect Uranium One USA's License, nor does it affect Uranium One USA's commitment to continue to abide by all of the constraints, conditions, requirements, representations and commitments of the License after the closing of the Transaction. There are no unresolved enforcement or inspection issues currently existing under the License.

Uranium One Americas will abide by all of the constraints, conditions, requirements, representations and commitments contained in any Licenses issued as a result of the Applications.

### III. SURETY ARRANGEMENT

Uranium One USA's current surety arrangement for the License is a fully cash backed Irrevocable Standby Letter of Credit issued by the Bank of Montreal on behalf of Uranium One and Uranium One USA in the amount of \$9,714,299.00 in favor of the State of Wyoming, Department of Environmental Quality and the US Department of the Interior, a copy of which is attached hereto as **Exhibit 16** ("Letter of Credit").<sup>8</sup> The Transaction does not provide for or anticipate any changes to the Letter of Credit.

This Notice is signed and executed by Donna Wichers as an officer and authorized agent for Uranium One USA, Uranium One Americas and Uranium One. Attached hereto as **Exhibit 17** is a certification that Donna Wichers is an authorized agent for Uranium One, as the parent company of the Applicants, and has full authority to sign and submit this Notice on behalf of Uranium One, in compliance with NUREG-1556, Volume 15, Chapter 10.13.

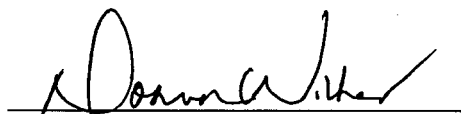
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<sup>8</sup> On June 22, 2010, the NRC increased the surety requirement under the License by \$113,800.00 from \$9,714,299.00 to \$9,828,099.00. Uranium One is currently in the process of obtaining a new letter of credit in the increased amount.

EXECUTED this 20<sup>th</sup> day of July, 2010.

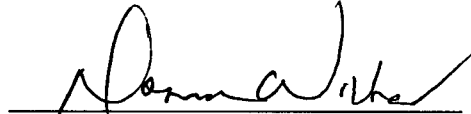
**Uranium One USA, Inc.**

A handwritten signature in black ink, appearing to read "Donna Wichers", written over a horizontal line.

Name: Donna Wichers

Its: Senior Vice President, ISR Operations

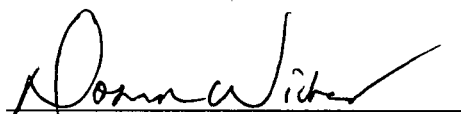
**Uranium One Americas, Inc.**

A handwritten signature in black ink, appearing to read "Donna Wichers", written over a horizontal line.

Name: Donna Wichers

Its: Senior Vice President, ISR Operations

**Uranium One Inc.**

A handwritten signature in black ink, appearing to read "Donna Wichers", written over a horizontal line.

Name: Donna Wichers

Its: Senior Vice President, ISR Operations

# **Index of Exhibits**

Exhibit 1 - Materials License SUA-1341

Exhibit 2 - Uranium One's Press Releases dated December 15, 2009 Announcing the Closing of the Transaction under the Karatau Purchase Agreement and February 1, 2010 Announcing the Exercise of Options under the Karatau Purchase Agreement

Exhibit 3 - Uranium One's Press Releases dated February 10, 2009 Announcing the Subscription Agreement, June 11, 2009 Announcing its Extension, and January 14, 2010 Announcing Closing of the Private Placement of the JUMI Convertible Debenture

Exhibit 4 - Uranium One's and ARMZ's Press Releases dated June 8, 2010 Announcing the Transaction

Exhibit 5 - National Instrument 52-110

Exhibit 6 - A diagram of the current Uranium One corporate structure

Exhibit 7 - A current list of the Officers and Directors of Uranium One, Uranium One USA and Uranium One Americas

Exhibit 8 - A copy of the Articles of Incorporation for Uranium One, Uranium One USA and Uranium One Americas

Exhibit 9 - ARMZ Annual Report and Combined and Consolidated Financial Statement

Exhibit 10 - Biographical information on ARMZ's current Senior Management Team and Board Members

Exhibit 11 - ARMZ Charter

Exhibit 12 - Law on Rosatom

Exhibit 13 - Biographical information on Rosatom's current Senior Management Team and Board Members

Exhibit 14 - Law on Atomenergopom

Exhibit 15 - Current Ownership Structure of ARMZ & Ownership Structure After September 2010.

Exhibit 16 - Bank of Montreal Irrevocable Standby Letter of Credit

Exhibit 17 - Certificate of Authority (Uranium One Inc.)

**EXHIBIT 1**

**to**

**Notice of Change of Control  
and Ownership Information**

**Material License -SUA-1341**

## U.S. NUCLEAR REGULATORY COMMISSION

**MATERIALS LICENSE**

Pursuant to the Atomic Energy Act of 1954, as amended, the Energy Reorganization Act of 1974 (Public Law 93-438), and the applicable parts of Title 10, Code of Federal Regulations, Chapter I, Parts 19, 20, 30, 31, 32, 33, 34, 35, 36, 39, 40, 70, and 71, and in reliance on statements and representations heretofore made by the licensee, a license is hereby issued authorizing the licensee to receive, acquire, possess, and transfer byproduct, source, and special nuclear material designated below; to use such material for the purpose(s) and at the place(s) designated below; to deliver or transfer such material to persons authorized to receive it in accordance with the regulations of the applicable Part(s). This license shall be deemed to contain the conditions specified in Section 183 of the Atomic Energy Act of 1954, as amended, and is subject to all applicable rules, regulations, and orders of the Nuclear Regulatory Commission now or hereafter in effect and to any conditions specified below.

|   |                                     |  |
|---|-------------------------------------|--|
| Licensee  |                                     |  |
| 1. Cogema Mining, Inc.                                      |                                     | 3. License Number SUA-1341, Amendment No. 16   |
| 2. 907 N. Poplar Street, Suite 260<br>Casper, Wyoming 82601 |                                     | 4. Expiration Date Until terminated or renewed                                       |
|   |                                     | 5. Docket No. 40-8502<br>Reference No.   |
| 6. Byproduct Source, and/or<br>Special Nuclear Material     | 7. Chemical and/or Physical<br>Form | 8. Maximum amount that Licensee<br>May Possess at Any One Time<br>Under This License |
| Uranium and 11e.(2)<br>byproduct                            | Unspecified                         | Unlimited  |

**SECTION 9: Administrative Conditions**

- 9.1 The authorized place of use shall be the licensee's Irigaray and Christensen Ranch Satellite facilities in Johnson and Campbell Counties, Wyoming.
- 9.2 All written notices and reports to the Nuclear Regulatory Commission (NRC) required under this license, shall be sent to the following address: ATTN: Document Control Desk, Deputy Director, Decommissioning and Uranium Recovery Licensing Directorate, Division of Waste Management and Environmental Protection, Office of Federal and State Materials and Environmental Management Programs, Washington, DC 20555-0001, Mail Stop T-8-F5, or by express delivery to 11545 Rockville Pike, Rockville, Maryland 20852-2738.

Required telephone notification shall be made to the NRC Operations Center at (301) 816-5100, unless otherwise specified in license conditions.

[Applicable Amendments: 4, 12]

- 9.3 The licensee shall conduct operations in accordance with the commitments, representations, and statements contained in the January 5, 1996, license renewal application submittal as revised by the September 3, 1997, "Responses to NRC Comments on the License Renewal Application for Source Materials License SUA-1341," and as supplemented by the December 13, 1996, submittal, requesting a performance based license condition for approval of the startup of new well fields, including standard operating procedures, and hereinafter referred to as the "approved license application." The approved license application is hereby incorporated by reference except where superseded by license conditions below.



**MATERIALS LICENSE  
SUPPLEMENTARY SHEET**License Number  
SUA-1341Docket or Reference Number  
40-8502

Amendment No. 16

The land and structures will be decommissioned according to the Decommissioning Plan submitted December 19, 2000, as revised by submittals dated June 15, June 18, and August 31, 2001 and in accordance with 10 CFR 40.42. Whenever the word "will" is used in the above referenced documents, it shall denote a requirement.

[Applicable Amendments: 4, 6, 13]

**9.4 Performance Based License Condition**

- a) The licensee may, without obtaining a license amendment pursuant to §40.44, and subject to conditions specified in Part b of this condition:

Make changes in the facility as described in the license application (as updated);

- (ii) Make changes in the procedures as described in the license application (as updated); and
- (iii) Conduct tests or experiments not described in the license application (as updated).

- b) The licensee shall obtain a license amendment pursuant to §40.44 prior to implementing a proposed change, test, or experiment if the change, test, or experiment would:

Result in more than a minimal increase in the frequency of occurrence of an accident previously evaluated in the license application (as updated);

- (ii) Result in more than a minimal increase in the likelihood of occurrence of a malfunction of a structure, system, or component (SSC) important to safety previously evaluated in the license application (as updated);
- (iii) Result in more than a minimal increase in the consequences of an accident previously evaluated in the license application (as updated);
- (iv) Result in more than a minimal increase in the consequences of a malfunction of an SSC important to safety previously evaluated in the license application (as updated);
- (v) Create a possibility for an accident of a different type than any previously evaluated in the license application (as updated);
- (vi) Create a possibility for a malfunction of an SSC important to safety with a different result than previously evaluated in the license application (as updated);

**MATERIALS LICENSE  
SUPPLEMENTARY SHEET**License Number  
SUA-1341Docket or Reference Number  
40-8502

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- (vii) Result in a departure from the method of evaluation described in the license application (as updated) used in establishing the final safety evaluation report (FSER), or the environmental assessment (EA), or technical evaluation reports (TERs), or other analysis and evaluations for license amendments.
- (viii) The change, test, or experiment is consistent with the NRC conclusions, or the basis of, or analysis leading to the conclusions of, actions, designs, or design configurations analyzed and selected in the site or facility safety evaluation report, TER, and environmental impact statement (EIS), or EAs, including all supplements and amendments, and TERs, EAs, EISs issued with amendments to this license.
- c) The licensee's determinations concerning Part b of this condition, shall be made by a Safety and Environmental Review Panel (SERP). The SERP shall consist of a minimum of three individuals. One member of the SERP shall have expertise in management (e.g., Plant Manager) and shall be responsible for financial approval for changes; one member shall have expertise in operations and/or construction and shall have responsibility for implementing any operational changes; and one member shall be the radiation safety officer (RSO) or equivalent, with the responsibility of assuring changes conform to radiation safety and environmental requirements. Additional members may be included in the SERP, as appropriate, to address technical aspects such as ground water, hydrology, surface water hydrology, specific earth sciences, and other technical disciplines. Temporary members or permanent members, other than the three above-specified individuals, may be consultants.
- d) The licensee shall maintain records of any changes made pursuant to this condition until license termination. These records shall include written safety and environmental evaluations made by the SERP that provide the basis for determining changes are in compliance with Part b of this condition. The licensee shall furnish, in an annual report to the NRC, a description of such changes, tests, or experiments, including a summary of the safety and environmental evaluation of each. In addition, the licensee shall annually submit to the NRC changed pages, which shall include both a change indicator for the area changed, e.g., a bold line vertically drawn in the margin adjacent to the portion actually changed, and a page change identification (date of change or change number or both) to the operations plan and reclamation plan of the approved license application (as updated) to reflect changes made under this condition.

[Applicable Amendments: 4, 6]

- 9.5 The licensee shall maintain an NRC-approved financial surety arrangement, consistent with 10 CFR 40, Appendix A, Criterion 9, adequate to cover the estimated costs, if accomplished by a third party, for decommissioning and decontamination, offsite disposal of radioactive solid process or evaporation pond residues, and ground-water restoration as warranted. The surety shall also include the costs associated with all soil and water sampling analyses necessary to confirm the accomplishment of decontamination.

Within 3 months of NRC approval of a revised decommissioning plan and its cost estimate, the licensee shall submit, for NRC review and approval, a proposed revision to the financial surety arrangement if estimated costs in the newly approved Decommissioning Plan exceed the amount covered in the existing financial surety. The revised surety shall then be in effect within 3 months of written NRC approval.

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Annual updates to the surety amount, required by 10 CFR 40, Appendix A, Criterion 9, shall be provided to the NRC by August 18 of each year. Financial surety coverage for the full amount of the NRC-approved decommissioning cost estimate shall not lapse for any time period prior to license termination. If the NRC has not approved a proposed revision 30 days prior to the expiration date of the existing surety arrangement, the licensee shall extend the existing arrangement, prior to expiration, for one year. Along with each proposed revision or annual update, the licensee shall submit supporting documentation, showing a breakdown of the costs and the basis for the cost estimates with adjustments for inflation, maintenance of a minimum 15 percent contingency, changes in engineering plans, activities performed, and any other conditions affecting estimated costs for site closure.

At least 90 days prior to beginning construction associated with any planned expansion or operational change which was not included in the annual surety update, the licensee shall provide, for NRC approval, an updated surety to cover the expansion or change.

The licensee shall also provide the NRC with copies of surety-related correspondence submitted to the State of Wyoming, a copy of the State's surety review, and the final approved surety arrangement. The licensee must also ensure that the surety, where authorized to be held by the State, expressly identifies the NRC-related portion of the surety and covers the cost of above-ground decommissioning and decontamination, offsite disposal, soil and water sample analyses, and ground-water restoration associated with the site. The basis for the cost estimate is the NRC-approved site closure plan or the NRC-approved revisions to the plan. The reclamation/decommissioning plan, cost estimates, and annual updates should follow the outline in the Appendix C to NUREG-1569 (NRC, 2003), entitled, "Recommended Outline for Site-Specific *In Situ* Leach Facility Reclamation and Stabilization Cost Estimates."

The licensee's currently approved surety, Irrevocable Standby Letter of Credit issued in favor of the State of Wyoming, Department of Environmental Quality (WDEQ) shall be continuously maintained in an amount no less than \$9,828,099 for the purpose of complying with 10 CFR 40, Appendix A, Criterion 9, until a replacement is authorized by both the State of Wyoming and the NRC.

[Applicable Amendments: 1, 2, 4, 6, 7, 9, 10, 11, 12, 13, 14, 15, 16]

- 9.6 Written standard operating procedures (SOPs) shall be established and followed for all operational process activities involving radioactive materials that are handled, processed, stored, or transported by the licensee at or between the Irigaray and Christensen Ranch sites. SOPs for operational activities shall enumerate pertinent radiation safety practices to be followed in accordance with 10 CFR Part 20. Additionally, written procedures shall be established and followed for non-operational activities to include in-plant and environmental monitoring, bioassay analyses, and instrument calibrations. An approved, up-to-date copy of each written procedure shall be kept in specified locations in the process area to which it applies.

All written procedures for both operational and non-operational activities shall be reviewed and approved in writing by the RSO before implementation and whenever a change in a procedure is proposed to ensure that proper radiation protection principles are being applied. Additionally, the RSO shall perform a documented review of all operating procedures at least annually.

- 7 The licensee shall dispose of 11e.(2) byproduct material, including evaporation pond residues, from the Irigaray and Christensen Ranch Satellite facilities at a site licensed by the NRC or an NRC Agreement State to receive 11e.(2) byproduct material. The licensee shall identify the disposal facility to the NRC

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in writing. The licensee's approved waste disposal agreement must be maintained onsite. In the event the agreement expires or is terminated, the licensee shall notify the NRC in writing, in accordance with License Condition 9.2, within 7 days after the date of expiration or termination. A new agreement shall be submitted for NRC approval within 90 days after expiration or termination, or the licensee will be prohibited from further lixiviant injection. If the licensee is not able to secure this agreement, then the licensee must increase the surety to include disposal at a commercial 11e.(2) disposal facility.

[Applicable Amendments: 4, 13]

- 9.8 Release of equipment, materials, or packages from the restricted area shall be in accordance with the NRC guidance document entitled, "Guidelines for Decontamination of Facilities and Equipment Prior to Release for Unrestricted Use or Termination of Licenses for Byproduct, Source, or Special Nuclear Material," dated August 1987, or suitable alternative procedures approved by the NRC prior to any such release, or in accordance with Section 5.1 of the approved Decommissioning Plan.

[Applicable Amendments: 4, 6]

- 9.9 Before engaging in any developmental activity not previously assessed by the NRC, the licensee shall administer a cultural resource inventory. All disturbances associated with the proposed development will be completed in compliance with the National Historic Preservation Act of 1966 (as amended) and its implementing regulations (36 CFR Part 800), and the Archaeological Resources Protection Act of 1979 (as amended) and its implementing regulations (43 CFR Part 7).

To ensure that no unapproved disturbance of cultural resources occurs, any work resulting in the discovery of previously unknown cultural artifacts shall cease. The artifacts shall be inventoried and evaluated in accordance with 36 CFR Part 800, and no disturbance shall occur until the licensee has received authorization from the NRC to proceed.

[Applicable Amendment: 4]

- 9.10 The licensee shall maintain restricted area boundaries at the Irigaray and Christensen Ranch facilities as described in Section 5.8.1 of the approved license application. Additionally, the Irigaray and Christensen Ranch well field buildings shall be restricted, if required, based on the results of radiological surveys.
- 9.11 The licensee is hereby exempted from the requirements of Section 20.1902(e) of 10 CFR 20 for areas within the Irigaray and Christensen Ranch facilities, provided that all entrances to the facility are conspicuously posted in accordance with Section 20.1902(e) and with the words, **"ANY AREA WITHIN THIS FACILITY MAY CONTAIN RADIOACTIVE MATERIAL."**
- 9.12 The RSO shall have the health physics authorities, responsibilities, and technical qualifications identified in Regulatory Guide 8.31.
- 9.13 Sage Grouse leks at the Irigaray and Christensen Ranch sites shall be monitored on an annual basis. The licensee shall consult with the Fish and Wildlife Service or the Bureau of Land Management for mitigative measures to reduce potential impacts.

[Applicable Amendments: 4, 13]

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**SECTION 10: Operations, Controls, Limits, and Restrictions**

- 10.1 The licensee shall use a lixiviant composed of native groundwater, with added sodium bicarbonate and/or CO<sub>2</sub> gas and oxygen or hydrogen peroxide, as described in the approved license application.

[Applicable Amendments: 4, 13]

- 10.2 The licensee shall construct all wells in accordance with methods described in Section 3.3.2 of the approved license application.

The licensee shall perform well integrity tests on each injection and production well before the wells are utilized and on wells that have been serviced with equipment or procedures that could damage the well casing. Additionally, each well shall be retested at least once every five years. Integrity tests shall be performed in accordance with Section 3.3.2.2 of the approved license application. Any failed well casing that cannot be repaired to pass the integrity test shall be appropriately plugged and abandoned, using procedures set out in Section 3.3.2 of the approved license application.

[Applicable Amendments: 4, 13]

- 10.3 The licensee shall establish pre-operational baseline water quality data for all production units. Baseline water quality sampling shall provide representative pre-mining ground water quality data and restoration criteria as described in the approved license application. The data shall be from wells established in the mining zone, the mining zone perimeter, the upper aquifer and the lower aquifer where present, with spacing and locations as specified in the approved license application. The data shall, at a minimum, consist of the sample analyses shown in Table 5.25 of Section 5.8.2.2 of the approved license application.

The wells used for obtaining baseline ground water quality in current and future production areas shall be established at the following minimal density:

| <u>Monitored Unit</u>                   | <u>Density</u>                       |
|---|--------------------------------------|
| Ore Zone Monitors                       | All                                  |
| Ore Zone Baseline (restoration)         | 1 well per 4 acres of pattern area   |
| Shallow Zone Monitors                   | 1 well per 3.5 acres of pattern area |
| Deep Zone Monitors (where zone present) | 1 well per 3.5 acres of pattern area |

Wells utilized to establish baseline ground water quality for past Irigaray production areas were as follows:

| <u>Monitored Unit</u>                                     | <u>Wells per Monitored Unit</u> |
|---|---------------------------------|
| Irigaray Unit 1 Sandstone                                 | 2                               |
| Irigaray deep monitor zone                                | 2                               |
| Irigaray perimeter and trend monitor wells<br>(Units 1-9) | 70 percent of installed wells   |

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Baseline ground water quality in previously approved production areas shall be the mean data values (well field average) from the following submittals:

|           |  |
|-----------|--|
| Irigaray  |  |
| Units 1-5 | April 16, 1990 (refers to WDEQ permit 478) |
| Unit 6    | April 4, 1988                              |
| Unit 7    | November 2, 1987 (Table 4)                 |
| Units 8-9 | January 28, 1988                           |

Christensen Ranch

|                               |                             |
|-------------------------------|-----------------------------|
| Unit 3 and Module 2 expansion | December 1, 1988 (Table 2)  |
| Unit 3 expansion and          | August 8, 1991 (Table 6)    |
| Module 4A expansion           |                             |
| Unit 2 south portion          | November 27, 1992 (Table 2) |
| Unit 2 north portion          | April 16, 1992 (Table 2)    |
| Unit 4                        | April 1, 1994 (Table 6)     |
| Unit 5                        | February 28, 1995 (Table 7) |

[Applicable Amendment: 4]

- 10.4 Prior to mining in each production unit, the licensee shall collect ground water samples and establish Upper Control Limits (UCLs) in accordance with Section 5.8 of the approved license application. UCLs for monitor wells established prior to the issuance of the Performance Based License Condition (PBL) in December 1996, are provided in Table 5.26 for the Irigaray site and Table 5.27 for the Christensen Ranch site in Section 5.8 of the approved license application. UCLs shall be applied to all monitor wells in conformance with the approved license application and appropriate SOPs. The UCL parameters shall be chloride, conductivity, and total alkalinity.

[Applicable Amendment: 4]

- 10.5 The licensee is authorized to conduct operations at a maximum flow rate of 4000 gallons per minute, exclusive of restoration flow. Annual dried yellowcake production shall not exceed 2.5 million pounds.

[Applicable Amendments: 5, 13]

- 10.6 Solution evaporation ponds A, B, C, D and E, shall have at least 2 feet of freeboard. Ponds RA and RB shall have at least 8 feet of freeboard. The 8-foot freeboard may be temporarily changed to a 2-foot freeboard in either RA or RB as long as sufficient reserve capacity is available in the overall pond system to accept the contents of one of the ponds in case of leakage. The Christensen Ranch permeate storage pond, brine ponds and filter backwash pond (if constructed) shall have at least 2 feet of freeboard.

Additionally, the licensee shall, at all times, maintain sufficient reserve capacity in the evaporation pond system to enable the transfer of the contents of a pond to other ponds. In the event of a leak and subsequent transfer of liquid, the freeboard requirements shall be suspended during the repair period.

[Applicable Amendments: 4, 13]

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- 10.7 All liquid effluents from process buildings and other process waste streams, with the exception of sanitary wastes, shall be returned to the process circuit, discharged to the solution evaporation ponds, or disposed of as allowed by NRC regulations.

Additionally, the licensee is authorized to dispose of process solutions, injection bleed, and restoration brine in the following wells:

COGEMA DW No. 1  
Christensen 18-3  
DW-1  
DW-2

The licensee shall maintain a record of the volumes of solution disposed in these wells and submit this information in the annual monitoring report.

[Applicable Amendment: 4]

- 10.8 The licensee shall maintain effluent control systems, as specified in Section 4.0 of the approved license application, with the following additions:

- A. Operations shall be suspended within 1 hour in the dry/pack area of the plant if any of the emission control equipment for the yellowcake drying or packaging areas is not operating within the ranges permitted by WDEQ Air Quality Permit No. OP-254.
- B. The licensee shall, during all periods of yellowcake drying operations, assure that the scrubber is operating within the recommended ranges for water flow and air pressure differential. This shall be accomplished by use of continuous monitoring equipment which will record the scrubber flow rate and differential pressure, and signal an audible alarm if they fall below the recommended ranges in the permit. Manual readings and alarm checks will be documented once per 12-hour shift.
- C. The furnace draft pressure shall be read and documented once per 12-hour shift, and maintained within the design specification of -0.1 to -0.5 inches of water.

[Applicable Amendment: 4]

- 10.9 The licensee shall use a Radiation Work Permit (RWP) for all work or non-routine maintenance jobs where the potential for significant exposure to radioactive material exists and for which no standard written operating procedure exists. All RWPs shall be accompanied by a breathing zone air sample or applicable area air sample. The RWP shall be issued by the RSO or designee, qualified by way of specialized radiation protection training, and RWPs shall include, as a minimum, the information described in Section 2.2 of Regulatory Guide 8.31.
- 10.10 The licensee shall sample particulates and radon progeny on a monthly frequency at the Irigaray and Christensen Ranch Satellite locations shown on Figures 5.2 and 5.3 of the approved license application. Additional sampling locations can be added by the licensee through the SERP.

[Applicable Amendment: 4]

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- 10.11 If employees do not shower prior to leaving the restricted area, they shall monitor themselves with an alpha survey instrument prior to exiting in conformance with Regulatory Guide 8.30.
- 10.12 The licensee shall implement the bioassay program discussed in Regulatory Guide 8.22. Exceedance of the administrative or actions levels and corrective actions performed will be documented in the ALARA Audit Report.
- [Applicable Amendment: 4]
- 10.13 All radiation monitoring, sampling, and detection equipment shall be recalibrated after each repair and as recommended by the manufacturer, or at least annually, whichever is more frequent. In addition, all radiation survey instruments shall be operationally checked with a radiation source each day when in use.
- 10.14 DELETED BY Amendment 4.
- 10.15 The licensee shall incorporate the restoration data for the 517 and USMT sites into the Irigaray completion report.
- [Applicable Amendment: 4]
- 10.16 The licensee shall conduct ground water restoration and post-restoration monitoring as described in Section 6.1 of the approved license application. The primary goal of restoration shall be to return the ground water quality, on a production-unit average, to baseline concentrations on a parameter-by-parameter basis. If the primary goal cannot be achieved, the ground water will, at a minimum, be returned to an alternate standard approved by the NRC.
- Changes to ground water restoration or post-restoration monitoring plans shall be submitted to the NRC for review and approval at least 2 months prior to ground water restoration in a mining unit.
- [Applicable Amendment: 13]
- 10.17 The licensee shall include the following as part of the ground water monitoring program: Annual sampling and analysis for chloride and conductivity from 517 and USMT Wells M-1, NM-3, M-4, SM-1, M-219, M-220, and M-221.
- 10.18 The licensee shall implement the respiratory protection program, as described in the approved license application.
- 10.19 The licensee is hereby authorized to receive contaminated process equipment for reuse from licensed uranium recovery operators. Records of all receipts shall be maintained.
- [Applicable Amendments: 4, 13]
- 10.20 The licensee is hereby authorized to transfer source material to any facility licensed by NRC or an NRC Agreement State to receive source material for purposes of drying and storage. The licensee shall follow Standard Operation Procedure No. E-11 in the event of a transportation or storage accident.

[Applicable Amendments: 4, 13]



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- 10.21 Prior to initiating vanadium separation processing, the licensee's Safety and Environmental Review Panel (SERP), in accordance with License Condition 9.4 shall assess the potential safety and environmental impacts of that process. If those impacts are outside the scope of the impacts considered by NRC in the EA as part of the license renewal review, the licensee shall submit a license amendment request to NRC for review and approval.

[Applicable Amendments: 4, 13]

- 10.22 The licensee shall use its SOP PBLC-02, approved by NRC in December 1996, including the guidance for evaluating hydrologic connectivity between aquifers, in assessing the potential start up of new mine units.

[Applicable Amendments: 4, 13]

**SECTION 11: Monitoring, Recording, and Bookkeeping Requirements**

- 11.1 Injection manifold pressures and flow rates shall be measured and recorded daily. During well-field operations, injection pressures shall not exceed 120 psi at the Irigaray site, and 140 psi at the Christensen Ranch site. Also, during maintenance tasks, injection pressures shall not exceed the integrity test pressures.
- 11.2 All designated monitor wells shall be sampled and tested for the UCLs established in accordance with Condition 10.4. Sampling shall be performed on the routine sampling schedule in the approved license application.

If the routine sampling results indicate an exceedance of at least two UCLs, a second sample shall be collected from that well within 48 hours and analyzed for chloride, conductivity, and total alkalinity. The well shall be placed on excursion status if the results from the second sample also exceed at least two of the established UCLs.

If the results from the second sample do not confirm the initial exceedance, a third sample shall be collected within 48 hours of receiving the results from the second sampling, and analyzed. The routine sampling shall be considered in error if the second and third samples do not confirm the initial exceedance. The well shall be placed on excursion status if the results from the second or third samples exceed at least two of the established UCLs.

Upon confirming an excursion, the licensee shall implement corrective actions, and increase the sampling frequency for the excursion indicators to weekly. Written progress reports of the excursion status shall be submitted to the NRC, in accordance with Condition 9.2, on a quarterly basis, until the excursion has been mitigated. An excursion is considered mitigated when the concentrations of at least two excursion indicators remain below the established UCLs for three consecutive samples.

[Applicable Amendments: 4, 8, 13]

- 11.3 The licensee shall conduct effluent, personnel, and environmental monitoring programs in accordance with Sections 5.7 and 5.8 of the approved license application.

[Applicable Amendments: 6, 13]

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- 11.4 The licensee shall perform and document weekly visual inspections of the Irigaray and Christensen Ranch Satellite evaporation pond embankments, fences and liners, as well as measurements of pond freeboard and checks of the leak detection system. Any time 6 vertical inches or more of fluid is detected in the leak detection system standpipes, it shall be analyzed for chloride, conductivity, pH and uranium. If analyses indicate that the pond is leaking, the licensee shall lower the pond fluid level by transferring its contents to an alternate cell, and undertake repairs, as needed. If standpipe water exists, quality samples shall be analyzed for the above parameters weekly during the leak period and for at least 2 weeks following repairs.

[Applicable Amendment: 4]

- 11.5 The licensee shall conduct the weekly in-plant inspection and audit programs described in Section 5.3 of the approved license application. In addition, the RSO or designee shall document a daily walk-through of the Irigaray and Christensen Ranch Satellite facilities to determine that radiation control practices are being implemented appropriately.

[Applicable Amendments: 4, 13]

- 11.6 The results of the following activities, operations, or actions shall be documented: sampling, analyses, surveys and monitoring, survey/monitoring equipment calibration, results of reports on audits and inspections, all meetings and training courses required by this license, and any subsequent reviews, investigations and corrective actions. Unless otherwise specified in the NRC regulations, all such documentation shall be maintained for a period of at least five (5) years.

- 11.7 The licensee shall monitor for external exposure in accordance with 10 CFR 20.1502(a)(1), and Section 5.7.2 of the approved license application. The licensee shall monitor for internal exposure in accordance with 10 CFR 20.1502(b)(1) and Section 5.7.3 of the approved license application.

[Applicable Amendment: 13]

**SECTION 12.****Reporting Requirements**

- 12.1 Effluent and environmental monitoring program results provided in the annual report and in accordance with 10 CFR 40.65 "Effluent monitoring reporting requirements," shall be reported in the format shown in Table 3 of Regulatory Guide 4.14, (Rev. 1) entitled, "Sample Format for Reporting Monitoring Data." The report shall also include injection rates, recovery rates and injection manifold pressures.

[Applicable Amendments: 4, 13]

- 12.2 Spill, Leak, Excursion, and Incident/Event Reporting

Until license termination, the licensee shall maintain documentation of unplanned releases of source or 11e.(2) byproduct materials (including extraction solutions) and process chemicals. Documented information shall include, but not be limited to: date, volume, total activity of each radionuclide released, radiological survey results, soil sample results (if taken), corrective actions, results of post remediation surveys (if taken), and a map showing the spill/event location and the impacted area.

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The licensee shall have procedures which will evaluate the consequences of the spill or incident/event against 10 CFR 20, Subpart "M," and 10 CFR 40.60 reporting criteria. If the criteria are met, the licensee must report this information to the NRC Operations Center as required.

If the licensee is required to report any spills, leaks, or excursions of source, 11e.(2) byproduct material, or process chemicals because of impact on the environment, or to report any other incidents/events to State or Federal agencies, a report shall be made to the Region IV Branch Chief for Uranium Recovery Inspection and the NRC Project Manager, by telephone or electronic mail, within 48 hours. This notification shall be followed, within 30 days of the notification, by submittal of a written report, according to Condition 9.2, detailing the conditions leading to the release or incident/event, corrective actions taken, and results achieved.

[Applicable Amendment: 4]

12.3 DELETED BY Amendment No. 4.

12.4 DELETED BY Amendment No. 4.

12.5 DELETED BY Amendment No. 4.

12.6 An annual report will be submitted to the NRC in accordance with License Condition 9.2, that includes the ALARA audit report, land use survey, monitoring data, and the SERP information required under License Condition 9.4(d). The report shall include a summary of the daily walk-through inspections.

[Applicable Amendments: 4, 13]

12.7 DELETED BY Amendment No. 4.

FOR THE NUCLEAR REGULATORY COMMISSION

/RA/ by B.VonTill For

Date: 6/22/2010

Keith I. McConnell, Deputy Director  
Decommissioning and Uranium Recovery  
Licensing Directorate  
Division of Waste Management  
and Environmental Protection  
Office of Federal and State Materials  
and Environmental Management Programs

## **EXHIBIT 2**

**to**

### **Notice of Change of Control and Ownership Information**

**Uranium One's Press Releases dated  
December 15, 2009 Announcing the Closing of  
the Transaction under the Karatau Purchase  
Agreement and February 1, 2010 Announcing  
the Exercise of Options under the  
Karatau Purchase Agreement**

## News Release

December 15, 2009

### **Uranium One Acquires 50% of Karatau Uranium Mine**

Vancouver, British Columbia and Johannesburg, South Africa – Uranium One Inc. today announced that, following receipt of all required governmental and regulatory approvals, the Company has closed in escrow the acquisition of a 50% interest in the Karatau Uranium Mine in Kazakhstan from JSC Atomredmetzoloto (“ARMZ”), the Russian state-owned uranium mining company. In accordance with the June 14, 2009 purchase agreement between the Company and ARMZ, escrow will be lifted upon registration of the transfer of the Karatau interest with the South Kazakhstan Region Department of Justice, which is expected to be completed later this month.

In connection with today’s closing, Uranium One has issued 117 million common shares to ARMZ, representing a 19.9% ownership interest in the common shares of the Company, as well as a US\$ 90 million promissory note due not later than 12 months from closing. The purchase agreement also provides for a contingent payment to ARMZ of up to US\$ 60 million, payable in three equal tranches over the period 2010 to 2012 subject to certain post-closing tax-related adjustments.

Uranium One’s 50% share of production from Karatau in 2010 is expected to be 2.3 million pounds of  $U_3O_8$  at an average cash cost of approximately US\$14 per pound sold. At full production levels, Uranium One’s share of production from Karatau is expected to be 2.6 million pounds per year. It is expected that the annualized rate of production from Karatau will reach this level during 2010.

Concurrently with the execution of the Karatau purchase agreement, Uranium One also entered into a long-term offtake agreement and a framework agreement with ARMZ. Both of these agreements have now become effective.

Under the offtake agreement, so long as the framework agreement remains in effect, ARMZ has an option to purchase on an annual basis, on industry-standard terms, the greater of 50% of Karatau’s annual production and 20% of Uranium One’s available attributable production from assets in respect of which it has the marketing rights.

Under the terms of the framework agreement, Uranium One has been granted a right of first offer on ARMZ’s assets outside the Russian Federation, in the event that ARMZ determines to offer any of these for sale in the future.

ARMZ has also agreed to assist Uranium One in the opening of accounts with Russian uranium converters and to use Russian uranium conversion and enrichment facilities for the benefit of

Uranium One's customers. Since Uranium One currently receives payment for its production from customers at conversion facilities located in North America and Europe, access to Russian facilities will potentially significantly shorten the time period required for the Company to turn production into sale proceeds, and assist utility customers with access to enrichment services, particularly those customers located in Europe and Asia.

As previously announced, in accordance with the purchase agreement, Uranium One has appointed Vadim Zhivov, Director General of ARMZ, to its board of directors. The Company has also agreed to appoint a second representative of ARMZ to its board in May 2010, subject to receipt of shareholder approval to increase the size of its board by one additional director.

#### *About ARMZ*

ARMZ is the world's fifth largest uranium producer with operating mines in Russia and Kazakhstan. During 2008, operations in which ARMZ is involved produced 9.6 million pounds of  $U_3O_8$ . ARMZ is part of Rosatom – the Russian State Corporation controlling the Russian Federation's nuclear activities. Together with its affiliates and subsidiaries, the company employs over 14,000 people.

#### *About Uranium One*

Uranium One is one of the world's largest publicly traded uranium producers, with a globally diversified portfolio of assets located in Kazakhstan, the United States, South Africa and Australia.

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#### *Cautionary Statement*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

*Forward-looking statements: This press release contains certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the price of uranium, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Uranium One to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, changes in market conditions, the actual results of current exploration activities, conclusions of economic evaluations, changes in project*

*parameters as plans continue to be refined, project cost overruns or unanticipated costs or expenses, possible variations in grade and ore densities or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, exchange rate and uranium price fluctuations, delays in obtaining government approvals or financing or in completion of development or construction activities, changes in, and the effect of government policy, risks relating to the timing and completion of the transactions described in this press release, the potential benefits thereof, risks relating to the benefits derived by the Corporation from the strategic relationship described in this press release, risks relating to the integration of acquisitions, to international operations, to the price of uranium as well as those factors referred to in the section entitled "Risk Factors" in Uranium One's Annual Information Form for the year ended December 31, 2008, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), and which should be reviewed in conjunction with this document. Although Uranium One has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Uranium One expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.*

*For further information about Uranium One, please visit [www.uranium1.com](http://www.uranium1.com).*

## News Release

February 1, 2010

### **Uranium One Announces 400% Increase in Kazakh Reserves to 47.8 Million Pounds and a 12% Increase in Indicated Resources at Karatau to 16.3 Million Pounds**

Vancouver, British Columbia and Johannesburg, South Africa – Uranium One Inc. (“Uranium One”) today announced inaugural reserve estimates for its South Inkai and Karatau Uranium Mines in Kazakhstan, as well as a significant increase in resources at Karatau. The Company also announced the completion of the acquisition of Christensen Ranch and Irigaray in Wyoming and an update to its standstill arrangement with JSC Atomredmetzoloto.

#### **Highlights**

##### *Reserves*

- With the addition of reserves at South Inkai and Karatau, total attributable proven and probable reserves in Kazakhstan increased by 400% to 47.8 million pounds U<sub>3</sub>O<sub>8</sub>, from the adjusted reserve base for Akdala.
- The Company declared its first reserve at the Karatau Uranium Mine, with attributable probable reserves of 14.6 million pounds U<sub>3</sub>O<sub>8</sub>.
- Uranium One also declared its first reserve at the South Inkai Uranium Mine, with attributable proven and probable reserves of 23.6 million pounds U<sub>3</sub>O<sub>8</sub>.

#### **Kazakhstan Mineral Reserve Estimate (December 31, 2009)<sup>(1,2,3,4)</sup>**

| Proven Reserves     | Deposit Totals    |   |   | Company Share    |   |
|---------------------|-------------------|---|---|------------------|---|
|                     | Tonnes<br>(000's) | Grade<br>(% U <sub>3</sub> O <sub>8</sub> ) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) | Ownership<br>(%) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) |
| South Inkai         | 6,100             | 0.011%                                      | 1.4   | 70%              | 0.9   |
| Akdala              | 3,452             | 0.067%                                      | 5.1   | 70%              | 3.6   |
| <b>Total Proven</b> |                   |   |   |                  | <b>4.5</b>  |

| Probable Reserves     | Deposit Totals    |   |   | Company Share    |   |
|-----------------------|-------------------|---|---|------------------|---|
|                       | Tonnes<br>(000's) | Grade<br>(% U <sub>3</sub> O <sub>8</sub> ) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) | Ownership<br>(%) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) |
| South Inkai           | 33,200            | 0.045%                                      | 32.5  | 70%              | 22.7  |
| Karatau               | 12,542            | 0.106%                                      | 29.3  | 50%              | 14.6  |
| Akdala                | 5,839             | 0.067%                                      | 8.6   | 70%              | 6.0   |
| <b>Total Probable</b> |                   |   |   |                  | <b>43.3</b>   |



Notes:

1. South Inkai mineral reserves are based on 100% of measured and indicated resources. Mineral reserves and depletion were confirmed by Simon Gatehouse, BSc, MAIG, on the basis of a detailed review of the mineral processing and metallurgical test and mine production results which were confirmed by Brian Lancaster, BSc, PhD, FRMIT, Dip Law, MAusIMM.
2. Akdala reserve estimates as at July 31, 2006, have been adjusted to reflect mine production to December 31, 2009.
3. Karatau mineral reserves are based on 100% of C1 resources and 50% of C2 resources. Mineral reserves and depletion were confirmed by Wayne Valliant, P. Geo., on the basis of a detailed review of the mineral processing and metallurgical test and mine production results. Mineral reserves are based on a 90% well field recovery.
4. Figures subject to rounding.

*Resources*

- Karatau - 12% increase in attributable indicated resources to 16.3 million pounds  $U_3O_8$  and a 373% increase in attributable inferred resources to 4.7 million pounds  $U_3O_8$ .

*Christensen Ranch and Irigaray*

- Closing of the acquisition of Christensen Ranch and Irigaray for US\$ 35 million in cash effective January 25, 2010.
- Uranium One now has a fully licensed and permitted processing facility which will form the basis of the Company's production plans in the Powder River Basin of Wyoming.

**Reserve and Resource Estimates**

*Karatau Uranium Mine*

Scott Wilson Roscoe Postle Associates Inc. ("SWRPA") has provided the Company with an updated NI 43-101 compliant mineral reserve and resource estimate as at December 31, 2009 for the Karatau Uranium Mine. The updated Karatau resource estimate incorporates new drilling information from 45,277 metres of drilling from an additional 67 holes that were not included in the previous SWRPA resource estimate as at November 2007.

Compared to the previous resource estimate, the new estimate shows a significant increase in the Indicated and Inferred Resource categories as follows:

- 12% increase in Indicated Resources to 32.6 million pounds  $U_3O_8$  (100% basis)
- 373% increase in Inferred Resources to 9.5 million pounds  $U_3O_8$  (100% basis)

SWRPA has also converted a portion of the Indicated Resources to a Probable Reserve by assuming a 90% well field recovery rate. The Probable Reserve estimate for Karatau is 12.5 million tonnes at a grade of 0.106%  $U_3O_8$ , containing 29.3 million pounds  $U_3O_8$  (100% basis).

In SWRPA's opinion, in addition to the Indicated and Inferred Mineral Resources, there is significant potential to increase the mineral resource base. Exploration drilling indicated potential in the range of 20 million to 28 million tonnes grading 0.071%  $U_3O_8$  to 0.118%  $U_3O_8$ , containing 41.6 to 57.2 million pounds  $U_3O_8$ . This potential quantity is based on the Volkovgeologia P1 mineral resource estimate. The tonnage and grade for the potential quantity is conceptual in nature and further exploration is required to determine if this mineralization can be classified as Mineral Resources. It is uncertain if further exploration will result in the target being delineated as a Mineral Resource.

Additional details of the updated reserve and resource estimate for Karatau can be found in Appendix "A" attached hereto.

#### *South Inkai Uranium Mine*

Hellmann & Schofield Pty Ltd. has provided the Company with an updated NI 43-101 compliant mineral reserve and resource estimate for South Inkai as at December 31, 2009. This estimate was completed in order to conduct an independent assessment of mining reserves at South Inkai to demonstrate the appropriate equivalence under NI 43-101.

In the updated resource estimate, a small amount of indicated resource was upgraded to the measured category. In addition, Hellman & Schofield have estimated reserves for South Inkai as follows:

- Attributable proven reserves of 0.9 million pounds  $U_3O_8$
- Attributable probable reserves of 22.7 million pounds  $U_3O_8$

Additional details of the new reserve and resource estimate for South Inkai can be found in Appendix "B" attached hereto.

#### **Completion of Acquisition of Wyoming Assets**

The acquisition of 100% of the MALCO Joint Venture ("MALCO") from wholly-owned subsidiaries of AREVA and EDF for US\$ 35 million in cash was completed on January 25, 2010.

The assets of MALCO include the licensed and permitted Irigaray ISR central processing plant, the Christensen Ranch satellite ISR facility and associated  $U_3O_8$  resources located in the Powder River Basin of Wyoming. Uranium One expects that initial production from the Christensen Ranch project will commence in 2011.

The Irigaray central processing plant currently has the capacity to produce approximately 1.3 million pounds of dried  $U_3O_8$  per year. Uranium One intends to expand the processing capacity at Irigaray in line with the facility's Nuclear Regulatory Commission license to approximately 2.5 million pounds  $U_3O_8$  per year by incorporating a vacuum dryer purchased for use at the Company's Moore Ranch project.

Uranium One anticipates that its Moore Ranch project will now become a satellite ISR operation, with loaded resins being transported to Irigaray for further processing into dried  $U_3O_8$ . The Company's other projects in the Powder River Basin, including Ludeman, Peterson, Allemand-Ross and Barge could also be developed as satellite operations, with final processing through Irigaray.

#### **Update to ARMZ Standstill**

Uranium One also announced that, at the request of JSC Atomredmetzoloto ("ARMZ"), the Company has agreed that ARMZ may temporarily exceed the 19.95% standstill under the Framework Agreement between the two companies. This will enable ARMZ to settle certain

option agreements that were entered into with the expectation that the transaction with the JUMI consortium, as originally structured, would have closed by now.

If Kazakh regulatory approval to the issuance of the 117,000,000 common shares underlying the debentures issued in January 2010 to the JUMI consortium is received before settlement of the option agreements, the debentures will automatically convert and ARMZ's holdings would not exceed the 19.95% cap; if option exercise occurs first, subject to applicable regulatory approvals (which have been received, including FIRB approval in Australia), ARMZ would own approximately 23.2% of Uranium One's outstanding common shares. If the convertible debentures remain outstanding in 12 months time, ARMZ has agreed to reduce its holdings to the 19.95% level at that time.

#### *About Uranium One*

Uranium One is one of the world's largest publicly traded uranium producers, with a globally diversified portfolio of assets located in Kazakhstan, the United States, South Africa and Australia.

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#### *Cautionary Statement*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

*Investors are advised to refer to independent technical reports containing detailed information with respect to the material properties of Uranium One. These technical reports are available under the profiles of Uranium One Inc., UrAsia Energy Ltd., and Energy Metals Corporation at [www.sedar.com](http://www.sedar.com). Those technical reports provide the date of each resource or reserve estimate, details of the key assumptions, methods and parameters used in the estimates, details of quality and grade or quality of each resource or reserve and a general discussion of the extent to which the estimate may be materially affected by any known environmental, permitting, legal, taxation, socio-political, marketing, or other relevant issues. The technical reports also provide information with respect to data verification in the estimation.*

*This document uses the terms "measured", "indicated" and "inferred" resources as defined in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects. United States investors are advised that while these terms are recognized and required by Canadian regulations, the SEC does not recognize them. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into reserves. In addition, "inferred resources" have a great amount of uncertainty as to their existence and economic and legal feasibility and it cannot be assumed that all or any part of an inferred mineral resource will be ever be upgraded to a higher category. Investors are cautioned not to assume that all or any part of an inferred resource exists or is economically or legally mineable. Mineral resources are not mineral reserves and do not have demonstrated economic viability.*

*Scientific and technical information contained herein was prepared under the supervision of and has been reviewed on behalf of the Corporation by Mr. M.H.G. Heyns, Pr.Sci.Nat. (SACNASP), MSAIMM, MGSSA, Senior Vice President Technical Services of the Corporation, a Qualified Person for the purposes of NI 43-101.*

*Forward-looking statements: This press release contains certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the price of uranium, the estimation of mineral resources and reserves, the realization of*

mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Uranium One to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, changes in market conditions, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, project cost overruns or unanticipated costs or expenses, possible variations in grade and ore densities or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, exchange rate and uranium price fluctuations, delays in obtaining government approvals or financing or in completion of development or construction activities, changes in, and the effect of government policy, risks relating to the timing and completion of the transactions described in this press release, the potential benefits thereof, risks relating to the benefits derived by the Corporation from the strategic relationship described in this press release, risks relating to the integration of acquisitions, to international operations, to the price of uranium as well as those factors referred to in the section entitled "Risk Factors" in Uranium One's Annual Information Form for the year ended December 31, 2008, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), and which should be reviewed in conjunction with this document. Although Uranium One has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Uranium One expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

For further information about Uranium One, please visit [www.uranium1.com](http://www.uranium1.com).

## **Appendix A**

### **Karatau Uranium Mine Reserve and Resource Estimate**

Scott Wilson Roscoe Postle Associates Inc. ("SWRPA") has provided Uranium One with an updated NI 43-101 compliant reserve and resource estimate as at December 31, 2009.

The estimate shows 12.5 million tonnes grading 0.118%  $U_3O_8$ , containing 32.6 million pounds  $U_3O_8$  in indicated resources (16.3 million pounds attributable to Uranium One), 5.4 million tonnes grading 0.080%  $U_3O_8$ , containing 9.5 million pounds  $U_3O_8$  in inferred resources (4.7 million pounds attributable to Uranium One), and 12.5 million tonnes grading 0.106%  $U_3O_8$ , containing 29.3 million pounds  $U_3O_8$  in probable reserves (14.6 million pounds attributable to Uranium One).

The previously reported mineral resource estimate as at November, 2007 was 9.7 million tonnes grading 0.135%  $U_3O_8$ , containing 29.3 million pounds  $U_3O_8$  in the indicated category (14.6 million pounds attributable to Uranium One), and 0.9 million tonnes grading 0.104%  $U_3O_8$ , containing 2.0 million pounds  $U_3O_8$  in the inferred category (1.0 million pounds attributable to Uranium One).

Mineral resources for the deposit were estimated by Volkovgeologia using the system developed for Mongolia and the former Commonwealth of Independent States countries. SWRPA previously reviewed the parameters and methodology for the C1 and C2 mineral resources in 2007. Since that time no further drilling has been undertaken within the C1 mineral resource blocks. The outer limits of the C1 blocks have been slightly adjusted due to drilling on adjacent blocks. The minimum grade-thickness used in the current mineral resource estimate has been reduced to 0.04 m% from 0.06 m% used in the previous estimate. These amendments have resulted in a 3% reduction in contained U in the C1 blocks. The C2 mineral resources have increased since the 2007 estimate. Subsequent to the November 2007 mineral resource estimate, an additional 67 holes for a total of 45,277 m were drilled and incorporated into the database. SWRPA visited the property and reviewed the drill database, parameters, and methodology for the current C2 mineral estimate.

The Volkovgeologia mineral resource estimate reviewed for this report was as at November 2008. Subsequently, Karatau has produced 1,815 t U from the C1 mineral resource blocks. SWRPA has reduced the mineral resources by that amount to estimate mineral resources and reserves as at December 31, 2009.

SWRPA is of the opinion that the methodology used to estimate the mineral resources is appropriate and is in accordance with industry standards. SWRPA has reviewed the drill density, geological knowledge, and reconciliation of producing wellfields and has reclassified the resources to conform to the definitions as stated by the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") Definition Standards for Mineral Resources and Mineral Reserves (December 2005). Based on the data density, demonstrated continuity of the mineralization, and established high recoverability of uranium from the mineralization, 100% of the C1 category and 50% of the C2 category mineral resources can be converted to the indicated resource classification. The remaining 50% of the C2 category mineral resources can be converted to inferred resources. A summary of the mineral resource estimate is presented in Table 1.

Table 1 – Karatau Mineral Resource Estimate (December 31, 2009)<sup>(1,2,3,4,5,6)</sup>

| Resource Category          | Deposit Totals    |   |   | Company Share    |   |
|----------------------------|-------------------|---|---|------------------|---|
|                            | Tonnes<br>(000's) | Grade<br>(% U <sub>3</sub> O <sub>8</sub> ) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) | Ownership<br>(%) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) |
| <b>Indicated Resources</b> |                   |   |   |                  |   |
| Block 1 (1-8C1)            | 7,163             | 0.146%                                      | 23.1  | 50%              | 11.5  |
| Block 1 (1-9C2)            | 5,379             | 0.080%                                      | 9.5   | 50%              | 4.7   |
| <b>Sub-Total Indicated</b> | 12,542            | 0.118%                                      | 32.6  | 50%              | 16.3  |
| <b>Inferred Resources</b>  |                   |   |   |                  |   |
| Block 1 (1-9C2)            | 5,379             | 0.080%                                      | 9.5   | 50%              | 4.7   |

Notes:

1. Mineral resources are stated inclusive of mineral reserves.
2. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
3. Mineral resources are based on a 0.04 m% (grade x thickness) cut-off per hole and a 0.10 m% cut-off per resource block.
4. Indicated Resources include 100% of C1 resources and 50% of C2 resources.
5. The mineral resources were confirmed by Wayne Valliant, P. Geo., on the basis of a detailed review of the drill density, geological knowledge, and reconciliation of producing wellfields.
6. Figures subject to rounding.

The resource estimate is based on parameters (e.g. cut-off grade, grade-thickness, internal waste, mineralization to waste ratio, block size, permeability and density) used for the South Inkai deposit and originally approved by the Ministry of Geology and the Ministry of Atomic Energy and Industry of the USSR. The modelling methodology applied considered similar structural and tectonic characteristics, lithological and facies types and hydrogeological and geotechnical features. The 2008 resource estimate is based on information from approximately 104,000 metres of drilling. The indicated resources have been drilled on fences 200 metres apart, with holes spaced at 50 metres. The inferred resources have been drilled on fences 400 metres apart, with holes spaced at 50 to 200 metres apart. Gamma ray logging is used in conjunction with the geological interpretations to determine the uranium content.

In addition to the mineral resource estimate, SWRPA also converted part of the indicated resources to probable reserves by assuming a 90% wellfield recovery. A summary of mineral reserves is presented in Table 2.

Table 2 – Karatau Mineral Reserve Estimate (December 31, 2009)<sup>(1,2,3,4,5)</sup>

| Reserve Category          | Deposit Totals    |   |   | Company Share    |   |
|---------------------------|-------------------|---|---|------------------|---|
|                           | Tonnes<br>(000's) | Grade<br>(% U <sub>3</sub> O <sub>8</sub> ) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) | Ownership<br>(%) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) |
| <b>Probable Reserves</b>  |                   |   |   |                  |   |
| Block 1 (1-8C1)           | 7,163             | 0.132%                                      | 20.8  | 50%              | 10.4  |
| Block 1 (1-9C2)           | 5,379             | 0.072%                                      | 8.5   | 50%              | 4.3   |
| <b>Sub-Total Probable</b> | 12,542            | 0.106%                                      | 29.3  | 50%              | 14.7  |

Notes:

1. Mineral resources are stated inclusive of mineral reserves.
2. Mineral reserves are based on a 90% well field recovery.
3. Mineral reserves are based on 100% of C1 resources and 50% of C2 resources.
4. The mineral reserves were confirmed by Wayne Valliant on the basis of a detailed review of the mineral processing and metallurgical test and mine production results.
5. Figures subject to rounding.

The successful extraction of the deposit by means of the in situ leach technique is mainly due to the favorable characteristics for uranium extraction where the uranium is hosted in zones of acceptable permeability with good solution mining conditions, a low carbonate content of the mineralized host rocks, and exhibits a uniform distribution of uranium mineralization.

The updated mineral resource and reserve estimate for the Karatau Uranium Mine is contained in an independent technical report prepared by SWRPA for filing in accordance with the requirements of NI 43-101.

## **Appendix B**

### **South Inkai Uranium Mine Reserve and Resource Estimate**

Uranium One has received an updated resource and reserve estimate, as of December 31, 2009, from Hellman & Schofield Pty. Ltd. ("H&S") for the South Inkai Uranium Mine.

The estimate shows 6.1 million tonnes grading 0.011%  $U_3O_8$ , containing 1.4 million pounds  $U_3O_8$  in the measured resource category (0.9 million pounds attributable to Uranium One), 33.2 million tonnes grading 0.045%  $U_3O_8$ , containing 32.5 million pounds  $U_3O_8$  in the indicated resource category (22.7 million pounds attributable to Uranium One), 42.8 million tonnes grading 0.047%  $U_3O_8$ , containing 44.4 million pounds  $U_3O_8$  in the inferred resource category (31.1 million pounds attributable to Uranium One), 6.1 million tonnes grading 0.011%  $U_3O_8$ , containing 1.4 million pounds  $U_3O_8$  in the proven reserve category (0.9 million pounds attributable to Uranium One), and 33.2 million tonnes grading 0.045%  $U_3O_8$ , containing 32.5 million pounds  $U_3O_8$  in the probable reserve category (22.7 million pounds attributable to Uranium One).

The previously reported mineral resource estimate dated December 31, 2008 was 34.0 million tonnes grading 0.053%  $U_3O_8$ , containing 39.6 million pounds  $U_3O_8$  in the indicated category (27.7 million pounds attributable to Uranium One), and 42.8 million tonnes grading 0.047%  $U_3O_8$ , containing 44.4 million pounds  $U_3O_8$  in the inferred category (31.1 million pounds attributable to Uranium One).

The independent estimation of the resources and reserves reported in Table 1 below used the ordinary block kriging method and is based on production and exploration information for the South Inkai Site 4, comprising mining blocks 1 to 7. The mining blocks correspond with prior reserve blocks 4-6-C1 and 4-8-C1, as submitted to the Yuzhkaznedra Territorial Department and Ministry of Energy and Mineral Resources of the Republic of Kazakhstan, the State Committee of Minerals Resources ("SCMR") in September, 2008. There are 438 holes drilled for C1 reserves in the area of interest, and the drill fences for C1 reserves are 200 m apart, with holes spaced at 50 m. Based on this information, H&S is of the opinion that all reserves estimated at the C1 Reserve confidence category under Russian estimation protocols at South Inkai, can be considered equivalent to the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves (December 2005) Indicated Resources on the basis of similar contained estimated uranium. H&S is also of the opinion, after having analyzed the production and extraction efficiencies, that the C1 Reserves can be reported as Probable Reserves under the CIM code in terms of contained uranium. The compensating differences between grade and tonnage estimates are due to the different estimation techniques used and not to any intrinsic uncertainty in the contained uranium at South Inkai.

Primary down-hole radiometric data provided by Betpak Dala and Uranium One enabled H&S to confirm the probe data against core sample assays, and have assumed a disequilibrium factor of average 1.00 to do an estimation of the resources using ordinary block kriging ("OK"). The OK technique used by H&S differs in general from the polygonal grade-thickness ("GT") methods traditionally applied in the past in that it gives estimates that are lower in grade and higher in tonnages, and contain more metal than a GT estimate done in the same rock volume.



Summary parameter information used to estimate the resources:

- radiometric data composited to 0.5 m
- radium from probe measurement adjusted to U% by applying disequilibrium factor of 1.00
- rotation of the grid by 42 degrees anticlockwise
- estimation into blocks of 60 m W, 20 m N and 1 m depth (rotated grid)
- data search radii of 50 m W, 50 m N and 1 m depth for notionally Measured Resources
- data search radii of 65 m W, 65 m N and 1.3 m depth for notionally Indicated Resources
- a minimum of 16 data points and maximum of 32 x 0.5 m radiometric composites within search radius for notionally Indicated and Measured resources
- previously estimated Inferred Resources were not reviewed
- the same block dimensions and search criteria were used to estimate the permeable proportions of blocks

Resources have been reported above a uranium cut-off grade of 0.01%.

*Table 1 – South Inkai Mineral Resource Estimate (December 31, 2009)<sup>(1,2,3,4)</sup>*

| Resource Category                       | Deposit Totals |  |   | Company Share |   |
|---|----------------|--|---|---------------|---|
|   | Tonnes (000's) | Grade (% U <sub>3</sub> O <sub>8</sub> ) | Contained U <sub>3</sub> O <sub>8</sub> (M lbs) | Ownership (%) | Contained U <sub>3</sub> O <sub>8</sub> (M lbs) |
| <b>Measured Resources</b>               | 6,100          | 0.011%                                   | 1.4   | 70%           | 0.9   |
| <b>Indicated Resources</b>              | 33,200         | 0.045%                                   | 32.5  | 70%           | 22.7  |
| <b>Sub-Total Measured and Indicated</b> | 39,300         | 0.039%                                   | 33.9  | 70%           | 23.6  |
| <b>Inferred Resources</b>               |                |  |   |               |   |
| Block 1 (1-9C2)                         | 42,800         | 0.047%                                   | 44.4  | 70%           | 31.1  |

Notes:

1. Mineral resources are stated inclusive of mineral reserves.
2. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
3. The mineral resources were confirmed by Simon Gatehouse, BSc, MAIG, on the basis of an estimate of resources in mining blocks 1 to 7, and reported to a cut-off grade of 0.01% U.
4. Figures subject to rounding.

In addition to the mineral resource estimate, H&S also converted the measured and indicated resources to proven and probable reserves based on historical recoveries for Kazakh ISR deposits. Kazakh ISR deposits have historically averaged a 90% recovery against reserves. Production from the first two mining blocks at South Inkai have performed in line with the expected 90% recovery. A summary of mineral reserves is presented in Table 2.

Table 2 – South Inkai Mineral Reserve Estimate (December 31, 2009)<sup>(1,2,3,4)</sup>

| Reserve Category                         | Deposit Totals    |   |   | Company Share    |   |
|--|-------------------|---|---|------------------|---|
|  | Tonnes<br>(000's) | Grade<br>(% U <sub>3</sub> O <sub>8</sub> ) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) | Ownership<br>(%) | Contained<br>U <sub>3</sub> O <sub>8</sub><br>(M lbs) |
| <b>Proven Reserves</b>                   | 6,100             | 0.011%                                      | 1.4   | 70%              | 0.9   |
| <b>Probable Reserves</b>                 | 33,200            | 0.045%                                      | 32.5  | 70%              | 22.7  |
| <b>Sub-Total Proven<br/>and Probable</b> | 39,300            | 0.039%                                      | 33.9  | 70%              | 23.6  |

Notes:

1. Mineral resources are stated inclusive of mineral reserves.
2. Mineral reserves are based on 100% of measured and indicated resources.
3. The mineral reserves were confirmed by Simon Gatehouse, BSc, MAIG, on the basis of a detailed review of the mineral processing and metallurgical test and mine production results which were confirmed by Brian Lancaster, BSc, PhD, FRMIT, Dip Law, MAusIMM.
4. Figures subject to rounding.

The mining and processing of uranium at South Inkai Mine is well established and the metallurgical performance has been proven.

The updated mineral resource and reserve estimate for the South Inkai Uranium Mine will be contained in an independent technical report being prepared by H&S for filing in accordance with the requirements of NI 43-101.

## **EXHIBIT 3**

**to**

**Notice of Change of Control  
and Ownership Information**

**Uranium One's Press Releases dated February  
10, 2009 Announcing the Subscription  
Agreement, June 11, 2009 Announcing its  
Extension, and January 14, 2010 Announcing  
Closing of the Private Placement of the JUMI  
Convertible Debenture**

**Uranium One Inc.**  
900 – 1285 West Pender Street  
Vancouver, British Columbia V6E 4B1

Trading Symbols: UUU - Toronto Stock Exchange, JSE Limited (Johannesburg Stock Exchange)

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**NEWS RELEASE**

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February 10, 2009

**Uranium One Announces C\$270 Million Financing and  
Formation of Strategic Relationship with Japanese Consortium**

Vancouver, British Columbia and Johannesburg, South Africa – Uranium One Inc. today announced that it has entered into a subscription agreement with a corporation formed by The Tokyo Electric Power Company, Incorporated, Toshiba Corporation, and The Japan Bank for International Cooperation providing for the private placement of an aggregate of 117,000,000 common shares of Uranium One, for gross proceeds of approximately C\$270 million.

Concurrently with the execution of the subscription agreement, Uranium One has also entered into a long-term offtake agreement and a strategic relationship agreement with the Japanese consortium, both of which will become effective upon closing of the private placement.

The offtake agreement provides the consortium with an option to purchase, on industry-standard terms, up to 20% of Uranium One's available production from assets in respect of which Uranium One has the marketing rights.

Under the strategic relationship agreement, the Japanese consortium has the right to appoint two directors to the Uranium One board and a right of first opportunity to invest in any uranium mining asset or project which Uranium One may in its discretion decide to make available to third parties. This agreement also contains a standstill provision under which the consortium has agreed, subject to certain exceptions, not to acquire without Uranium One's prior approval more than 19.95% of Uranium One's issued common shares. The Japanese consortium has also agreed not to dispose of any significant portion of its Uranium One shares except by way of a broad market distribution or pursuant to certain other limited exceptions.

The rights granted under both the offtake agreement and the strategic partnership agreement are generally subject to the consortium continuing to meet certain equity ownership thresholds.

The private placement issue price of C\$2.30 per share represents a 15% premium to the 20-day volume weighted average price of Uranium One common shares on the Toronto Stock Exchange. Upon closing of the private placement, the consortium will have a 19.95% equity stake in Uranium One.

Closing of the subscription agreement is subject to the receipt of certain regulatory approvals, including Toronto Stock Exchange approval, Australian Foreign Investment Review Board approval and Republic of Kazakhstan Ministry of Energy and Mineral Resources approval, and to

other usual and customary closing conditions. Closing is expected to occur not later than March 31, 2009.

Jean Nortier, President and Chief Executive Officer of Uranium One commented:

“Uranium One is very pleased to partner with such highly respected leaders in the global nuclear industry. We will benefit from the consortium’s knowledge and expertise in the nuclear industry, from its high level relationships in Kazakhstan and from its significant financial resources. The proceeds from the private placement, combined with Uranium One’s consolidated cash balance of approximately US\$185 million at the end of January, will result in a solid balance sheet to fund our growth and development plans.”

### **Overview of the Consortium Members**

#### *The Tokyo Electric Power Company, Incorporated*

The Tokyo Electric Power Company, Incorporated (“TEPCO”) is the largest electric utility in Japan and provides power to the Tokyo Metropolitan Area. TEPCO has an electricity generating capacity of over 62 GW, approximately 28% of which is from nuclear power.

#### *Toshiba Corporation*

Toshiba is a diversified manufacturer of electric and electronic products and is involved in a broad range of power systems businesses around the world. The company has a 67% ownership interest in Westinghouse Electric Co. LLC, whose technology today provides the technological basis for approximately half of the world’s operating nuclear power plants. The Toshiba Group has industry-leading capabilities in both boiling water reactor (BWR) and pressurized water reactor (PWR) nuclear power plants.

#### *The Japan Bank for International Cooperation*

The Japan Bank for International Cooperation is the international arm of the Japan Finance Corporation. JBIC contributes to the sound development of the Japanese and international economy in the three fields of: (i) promoting overseas development and acquisition of strategically important natural resources to Japan; (ii) maintaining and improving the international competitiveness of Japanese industries; and (iii) responding to disruptions in the financial order of the international economy.

### **Advisors**

BMO Capital Markets acted as financial advisors to Uranium One, Fasken Martineau DuMoulin LLP acted as legal advisor and Davis LLP acted as Canadian co-counsel.

### **Conference Call**

Uranium One will be hosting a conference call and webcast for investors and analysts on February 10, 2009 at 10:00 am (Eastern Time) to discuss today’s announcement. Participants may join the call by dialling toll free 1-800-731-6941 or 1-416-644-3417 for local calls or calls from outside Canada and the United States. A live webcast of the call will be available through CNW Group’s website at: [www.newswire.ca/webcast](http://www.newswire.ca/webcast)

A recording of the conference call will be available for replay for a two week period beginning at approximately 1:00 pm today and can be accessed by dialling toll free 1-877-289-8525 or 1-416-640-1917 for local calls or calls from outside Canada and the United States. The pass code for the replay is 21297672.

#### *About Uranium One*

Uranium One is one of the world's largest publicly traded uranium producers, with a globally diversified portfolio of assets located in Kazakhstan, the United States, South Africa and Australia.

For further information, please contact:

Jean Nortier  
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Senior Vice President, Corporate Development and Investor Relations  
Tel: + 1 416 350 3657

#### *Cautionary Statement*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

*Forward-looking statements: This press release contains certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the price of uranium, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Uranium One to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, changes in market conditions, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, project cost overruns or unanticipated costs or expenses, possible variations in grade and ore densities or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, exchange rate and uranium price fluctuations, delays in obtaining government approvals or financing or in completion of development or construction activities, changes in, and the effect of government policy, risks relating to the timing and completion of the transactions described in this press release, the potential benefits thereof, risks relating to the benefits derived by the Corporation from the strategic relationship described in this press release, risks relating to the integration of acquisitions, to international operations, to the price of uranium as well as those factors referred to in the section entitled "Risk Factors" in Uranium One's Annual Information Form for the year ended December 31, 2007, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), and which should be reviewed in conjunction with this document. Although Uranium One has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Uranium One expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.*

*For further information about Uranium One, please visit [uranium1.com](http://uranium1.com).*

**Uranium One Inc.**  
900 – 1285 West Pender Street  
Vancouver, British Columbia V6E 4B1

Trading Symbols: UUU - Toronto Stock Exchange, JSE Limited (Johannesburg Stock Exchange)

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**NEWS RELEASE**

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June 11, 2009

**Uranium One Announces Extension of Subscription Agreement  
with Japanese Consortium**

Vancouver, British Columbia and Johannesburg, South Africa – Uranium One Inc. today announced the extension to December 15, 2009 of its subscription agreement of February 9, 2009 with a corporation formed by The Tokyo Electric Power Company, Incorporated, Toshiba Corporation, and The Japan Bank for International Cooperation. As previously announced, the February 9, 2009 subscription agreement provides for the private placement of an aggregate of 117,000,000 common shares of Uranium One, for gross proceeds of approximately C\$270 million. Closing of the private placement remains subject to Kazakh regulatory approval, which is expected to be received within the extension period.

*About Uranium One*

Uranium One is one of the world's largest publicly traded uranium producers with a globally diversified portfolio of assets located in Kazakhstan, the United States, South Africa and Australia.

For further information, please contact:

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Chris Sattler  
Executive Vice President, Corporate Development and Investor Relations  
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*Cautionary Statement*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

*Forward-looking statements: This press release contains certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the price of uranium, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the*

actual results, performance or achievements of Uranium One to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and ore densities or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or in completion of development or construction activities, risks relating to the integration of acquisitions, to international operations, to prices of uranium as well as those factors referred to in the section entitled "Risk Factors" in Uranium One's Annual Information Form for the year ended December 31, 2008, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), and which should be reviewed in conjunction with this document. Although Uranium One has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Uranium One expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

For further information about Uranium One, please visit [www.uranium1.com](http://www.uranium1.com).



## News Release

January 14, 2010

### **Uranium One Announces Record Quarterly and Annual Production and Sales, Completion of C\$270 Million Financing with JUMI Consortium and Receipt of US\$20 Million Dividend from its Betpak Dala Joint Venture**

Vancouver, British Columbia and Johannesburg, South Africa – Uranium One Inc. today announced record production and sales for the fourth quarter and for the full year 2009, primarily due to the successful ramp-up in production at the South Inkai Uranium Mine. The Company also announced the completion of its C\$270 million convertible debenture financing with the JUMI consortium and the receipt of a US\$20 million dividend from its Betpak Dala Joint Venture.

#### **Highlights**

##### *Production*

- 42% increase in quarterly attributable production for Q4 2009, to a record 1.2 million lbs U<sub>3</sub>O<sub>8</sub>, from 0.8 million lbs produced in Q3 2009
- 24% increase in annual attributable production for 2009, to a record 3.6 million lbs U<sub>3</sub>O<sub>8</sub>, compared to 2.9 million lbs produced in 2008

##### *Sales*

- 254% increase in quarterly sales volumes for Q4 2009, to a record 1.5 million lbs U<sub>3</sub>O<sub>8</sub>, compared to 0.4 million lbs during Q3 2009
- 44% increase in annual attributable sales volumes for 2009, to a record 3.2 million lbs U<sub>3</sub>O<sub>8</sub>, compared to 2.2 million pounds during 2008

##### *Convertible Debenture Closing*

- Completion of convertible debenture financing with Japanese consortium and receipt of aggregate proceeds of C\$270 million on January 14, 2010

##### *Dividends*

- Payment of dividend by Betpak Dala Joint Venture and receipt by Uranium One of US\$20 million in December 2009

##### *Karatau and Christensen Ranch Acquisitions; Sale of Texas Assets*

- Completion in December 2009 of the acquisition and registration of Uranium One's 50% interest in the Karatau Uranium Mine

- Receipt of all regulatory approvals required in connection with the acquisition of Christensen Ranch and Irigaray in Wyoming; closing expected by January 31, 2010
- Completion in December 2009 of the sale of the Company's Texas assets to Uranium Energy Corp. ("UEC") for 2.5 million restricted common shares of UEC

## Production

Attributable production during 2009 from Akdala, South Inkai and Kharasan was 3.5 million pounds  $U_3O_8$ , in line with the Company's guidance for the year. Including production from Karatau from December 22, 2009, Uranium One's attributable production for 2009 was 3.6 million pounds  $U_3O_8$ , a 24% increase compared to 2.9 million pounds produced during 2008.

During the fourth quarter of 2009, attributable production was 1.2 million pounds  $U_3O_8$ , the highest quarterly production in the Company's history and a 42% increase over production of 0.8 million pounds achieved during the third quarter of 2009.

Uranium One's attributable production for the fourth quarter and for the full year 2009 is shown below.

*Table 1 – Uranium One Attributable Production (lbs  $U_3O_8$ )*

|                        | <b>Q4 2009</b>   | <b>Fiscal Year 2009</b> |
|------------------------|------------------|-------------------------|
| Akdala                 | 531,500          | 1,890,300               |
| South Inkai            | 547,000          | 1,511,800               |
| Kharasan               | 28,200           | 81,700                  |
| <b>Sub-total</b>       | <b>1,106,700</b> | <b>3,483,800</b>        |
| Karatau <sup>(1)</sup> | 75,400           | 75,400                  |
| <b>Total</b>           | <b>1,182,100</b> | <b>3,559,200</b>        |

(1) Attributable production from Karatau Joint Venture commencing December 22, 2009.

## Sales

Attributable sales volume during 2009 from Akdala and South Inkai was 2.9 million pounds  $U_3O_8$ . Including sales from Karatau from December 22, 2009, Uranium One's attributable sales for 2009 were 3.2 million pounds, a 44% increase compared to sales of 2.2 million pounds during 2008.

During the fourth quarter of 2009, attributable sales volume was 1.5 million pounds  $U_3O_8$ , the highest quarterly sales volume in the Company's history, representing a 254% increase in sales compared to 0.4 million pounds during the third quarter of 2009.

A breakdown of Uranium One's attributable sales volumes for the fourth quarter and for the full year 2009 is shown below.

*Table 2 – Uranium One Attributable Sales Volumes (lbs U<sub>3</sub>O<sub>8</sub>)*

|                        | <b>Q4 2009</b>   | <b>Fiscal Year 2009</b> |
|------------------------|------------------|-------------------------|
| Akdala                 | 710,300          | 1,535,000               |
| South Inkai            | 535,700          | 1,399,800               |
| <b>Sub-total</b>       | <b>1,246,000</b> | <b>2,934,800</b>        |
| Karatau <sup>(1)</sup> | 252,900          | 252,900                 |
| <b>Total</b>           | <b>1,498,900</b> | <b>3,187,700</b>        |

(1) Attributable sales volume from Karatau Joint Venture commencing December 22, 2009.

## **Operations Summary**

### *Akdala Uranium Mine*

Attributable production from Akdala during the fourth quarter of 2009 was 531,500 pounds U<sub>3</sub>O<sub>8</sub>, the highest quarterly production result in Akdala's history. The concentration of uranium in solution averaged approximately 68 mg per litre and the average flow rate from the well fields was approximately 1,880 cubic metres per hour during the fourth quarter, compared to 1,608 cubic metres per hour during the third quarter.

The well installation program for 2009, consisting of 164 wells, was completed by the end of December.

### *South Inkai Uranium Mine*

South Inkai achieved record quarterly production of 547,000 pounds U<sub>3</sub>O<sub>8</sub> attributable to Uranium One during the fourth quarter. Several newly acidified well fields commenced production during the quarter and, as a result, the average concentration of uranium in solution increased to 74 mg per litre from the average of 69 mg per litre during the third quarter. Also due to the additional well fields in production, the average flow rate increased significantly during the fourth quarter to 1,800 cubic metres per hour, compared to 1,249 cubic metres per hour during the third quarter.

The well installation program for 2009, consisting of 343 wells, was completed by the end of December.

#### *Karatau Uranium Mine*

The registration of the transfer of a 50% interest in the Karatau Uranium Mine to Uranium One by the South Kazakhstan Region Department of Justice, and the release from escrow to JSC Atomredmetzoloto (“ARMZ”) of 117 million common shares of Uranium One, were completed in December 2009. The previously announced long term offtake and framework agreements with ARMZ became effective on December 14, 2009.

Uranium One will account for operational and financial results for its 50% interest in Karatau from December 22, 2009. During the period from December 22, 2009 until year end, Uranium One’s attributable production from Karatau was 75,400 pounds  $U_3O_8$ . The concentration of uranium in solution averaged approximately 211 mg per litre during this period and the average flow rate from the well fields was 1,200 cubic metres per hour.

#### *Kharasan Uranium Project*

Attributable production during the commissioning process from Kharasan was 28,200 pounds  $U_3O_8$  during the fourth quarter. The concentration of uranium in solution averaged approximately 49 mg per litre during the fourth quarter, compared to an average of 57 mg per litre during the third quarter. The average flow rate from the well fields increased during the fourth quarter to 330 cubic metres per hour, compared to 284 cubic metres per hour during the third quarter.

#### **C\$270 Million Financing with Japanese Consortium**

As previously announced, on December 29, 2009 Uranium One and Japan Uranium Management Inc. (“JUMI”) executed documentation revising the February 9, 2009 private placement between the Company and JUMI to a convertible debenture financing. JUMI is owned by a Japanese consortium comprising The Tokyo Electric Power Company, Inc., Toshiba Corporation and the Japan Bank for International Cooperation.

The private placement was completed, and aggregate closing proceeds of C\$270 million received, on January 14, 2009. The previously announced long term offtake and strategic relationship agreements with the JUMI consortium have now become effective.

The Company expects that the Kazakh regulatory approval required to convert the debentures into 117 million Uranium One common shares will be received during 2010.

#### **Dividend from Betpak Dala**

In December 2009, Uranium One received a dividend of US\$20 million (net of Kazakh withholding taxes) from its 70% owned Betpak Dala joint venture. This is the second dividend paid to the shareholders of the Betpak Dala Joint Venture.

### **Acquisition of Christensen Ranch and Irigaray**

The Company has received all regulatory approvals required in connection with the acquisition of the MALCO joint venture from wholly-owned subsidiaries of AREVA and EDF for US\$35 million in cash.

The assets of MALCO include the licensed and permitted Irigaray central processing plant, the Christensen Ranch satellite *in situ* recovery facility and associated U<sub>3</sub>O<sub>8</sub> resources located in the Powder River Basin of Wyoming. The Nuclear Regulatory Commission license for the Irigaray central processing plant allows for a maximum of 2.5 million pounds of dried U<sub>3</sub>O<sub>8</sub> production per year.

Closing of this acquisition is expected to occur by January 31, 2010. Uranium One plans to continue refurbishment of the Irigaray plant and development of the Christensen Ranch well fields during 2010, with first production from these assets commencing in 2011.

### **Closing of Sale of Texas Assets**

Uranium One completed the sale of its 99% interest in the South Texas Mining Venture, LLP to Uranium Energy Corp. ("UEC") on December 18, 2009. The purchase price consideration was 2.5 million restricted common shares of UEC.

### *About Uranium One*

Uranium One is one of the world's largest publicly traded uranium producers, with a globally diversified portfolio of assets located in Kazakhstan, the United States, South Africa and Australia.

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### *Cautionary Statement*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

*The production and sales volumes and financial information disclosed in this press release are preliminary and may be subject to adjustment after completion of the Company's audit for the year ended December 31, 2009.*

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*For further information about Uranium One, please visit [www.uranium1.com](http://www.uranium1.com).*

**EXHIBIT 4**

**to**

**Notice of Change of Control  
and Ownership Information**

**Uranium One's and ARMZ's Press Releases  
dated June 8, 2010 Announcing the Transaction**

## News Release

June 8, 2010

### **Uranium One to Acquire Two More Kazakh Mines from ARMZ and To Pay Special Dividend to Minority Shareholders of at least US\$ 1.06 per Share**

Vancouver, British Columbia and Johannesburg, South Africa – Uranium One Inc. (“Uranium One” or the “Company”) today announced the signing of a definitive purchase and subscription agreement (“PSA”) with JSC Atomredmetzoloto (“ARMZ”) under which Uranium One will acquire ARMZ’s 50% interest in the Akbastau Uranium Mine (“Akbastau”) and its 49.67% interest in the Zarechnoye Uranium Mine (“Zarechnoye”), both located in southern Kazakhstan.

The acquisition will increase Uranium One’s steady state production from its Kazakhstan assets by approximately 60%, from approximately 10 million pounds to approximately 16 million pounds. Total cash costs per pound sold are expected to remain less than US\$ 20 per pound on a consolidated basis. Uranium One expects to realize management and operating synergies upon integration of these assets, especially at Akbastau, which is contiguous to the Company’s Karatau Uranium Mine.

Pursuant to the transaction, ARMZ will contribute its interests in the Akbastau and Zarechnoye joint ventures and US\$ 610 million in cash, in return for 356 million new common shares of Uranium One. Following closing, Uranium One will pay a special cash dividend of at least US\$ 1.06 per share to shareholders other than ARMZ. The foregoing assumes that Japan Uranium Management Inc. (“JUMI”) exercises its right of repurchase under the terms of its convertible debenture, which will be triggered by the transaction. Should JUMI elect to retain its debentures, the PSA provides for consequential increases in the cash to be contributed by ARMZ to Uranium One, shares issued by Uranium One to ARMZ and dividends paid to minority shareholders.

ARMZ currently holds 23.1% of Uranium One’s outstanding common shares. On completion of the transaction, ARMZ will own not less than 51% of the Company’s outstanding common shares. ARMZ has agreed to a standstill of 18 months from closing during which it may not, without prior consent, dispose of or acquire any additional Uranium One shares, except pursuant to agreed anti-dilution rights, which will permit ARMZ to maintain not less than a 51% interest in the Company and to certain other exceptions.

The transaction terms also include “coat-tail” protections under which ARMZ has agreed not to sell any of its Uranium One common shares to a purchaser who would, after such sale, hold 33.3% or more of Uranium One’s common shares unless that sale was made pursuant to an identical offer made to all Uranium One shareholders.



In addition, the Board of Uranium One will be reduced from thirteen to nine directors but continue to have a majority of independent directors. ARMZ will be entitled to appoint three nominees to the Board of Uranium One. Ian Telfer will continue as Chairman and Jean Nortier will continue as Chief Executive Officer.

Jean Nortier, Chief Executive Officer of Uranium One said:

“The acquisition of 50% stakes in two additional, high quality and long life ISR mines strengthens Uranium One’s asset portfolio and positions the Company to be among the world’s top 5 uranium producers by 2011, as our Kazakh assets ramp up to full capacity. I am very pleased that we can also deliver to our shareholders a significant premium to the current value of their shares in the form of a special cash dividend and ongoing participation in the enlarged and enhanced company.”

Vadim Zhivov, Director General of ARMZ commented:

“I am delighted to announce our agreement to become the majority shareholder of Uranium One. With the strong support of ARMZ, and under the continued leadership of an independent Board and professional management team, I am confident that Uranium One will develop into a leading global uranium producer, to the benefit of all the Company’s shareholders and stakeholders.”

In connection with the transaction, Uranium One and ARMZ have also agreed to amend the offtake agreement between the parties, to provide ARMZ with increased offtake rights commensurate with its increased equity ownership interest in Uranium One. Uranium One’s existing uranium supply contracts will not be affected by the transaction. The transaction also does not affect Uranium One’s existing right of first offer on ARMZ’s assets outside the Russian Federation in the event ARMZ determines to offer any of these for sale in the future.

Uranium One will be holding consultations with the members of the JUMI consortium shortly, with a view to determining whether they wish to exercise their debenture repurchase right on completion of the transaction.

### **Transaction Process**

The transaction constitutes a related party transaction under applicable Canadian securities legislation. Uranium One has accordingly formed an Independent Committee of the Board to review the transaction, supervise the preparation of a formal valuation and to provide the Board with its recommendations thereon. The Independent Committee has engaged CIBC World Markets Inc. as its independent financial adviser and has also retained Cassels Brock & Blackwell as legal counsel.

The transaction is subject to the Independent Committee and the Board of Directors of Uranium One having resolved to recommend the transaction to shareholders, to the approval of the Board of Directors of ARMZ, and to the satisfactory completion of legal due diligence reviews by both parties, in each case by no later than July 15, 2010. The transaction is also subject to Uranium One shareholder approval, including majority of minority approval, to be sought at a shareholders meeting expected to be held in August 2010, as well as to required Kazakh and other regulatory approvals, and other usual and customary closing conditions. The transaction is expected to be completed before the end of 2010.

Uranium One has agreed to customary non-solicitation provisions with ARMZ, which permit Uranium One to accept a superior transaction, subject to ARMZ having a five business day right to match and to the payment of a break fee of \$40 million in certain circumstances.

### **Overview of Akbastau**

Akbastau is owned 50% by ARMZ and 50% by Kazatomprom and operates sites 1, 3 and 4 of the Budenovskoye Deposit in southern Kazakhstan. Karatau, in which Uranium One owns a 50% interest, operates site 2 of the Budenovskoye Deposit.

Production from Akbastau commenced in 2009 and totalled 1.0 million pounds  $U_3O_8$ . Pregnant solutions from the well fields at site 1 at Akbastau are currently being treated at the Karatau processing facilities.

Under the terms of its subsoil use agreements, Akbastau has the exclusive right to carry on exploration, extraction, mining and sales of uranium from sites 3 and 4 of the Budenovskoye Deposit until 2037 and from site 1 until 2036.

Steady state production from Akbastau is expected to be 7.8 million pounds  $U_3O_8$  per year.

According to an independent technical report dated March 2, 2010 prepared Wayne W. Valliant, P.Geo. and John I. Kyle, P.E. of Scott Wilson Roscoe Postle Associates Inc. for a wholly owned subsidiary of ARMZ, as at July 1, 2009 Akbastau had Indicated Resources totalling 12.0 million tonnes at a grade of 0.096% uranium containing 11,453 tonnes of uranium (29.8 million pounds  $U_3O_8$ ), and Inferred Resources totalling 26.5 million tonnes at a grade of 0.093% uranium containing 24,547 tonnes of uranium (63.6 million pounds  $U_3O_8$ ). The resource estimates were prepared in accordance with the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the Canadian Institute of Mining, Metallurgy and Petroleum and National Instrument 43-101 – Standards of Disclosure for Mineral Projects.

The resource estimate is based on parameters (e.g. cut-off grade, grade-thickness, internal waste, mineralization to waste ratio, block size, permeability and density) used for the South Inkai deposit and originally approved by the Ministry of Geology and the Ministry of Atomic Energy and Industry of the USSR. The modelling methodology applied considered similar structural and tectonic characteristics, lithological and facies types and hydrogeological and geotechnical features. The 2009 resource estimate is based on information from approximately 260,800 metres of drilling. The Indicated Resources have been drilled on fences 200 metres apart, with holes spaced at 50 metres. The Inferred Resources have been drilled on fences 400 metres apart, with holes spaced at 50 to 200 metres apart. Gamma ray logging is used in conjunction with the geological interpretations to determine the uranium content.

### **Overview of Zarechnoye**

ARMZ has a 49.67% interest in Zarechnoye. Kazatomprom owns a 49.67% interest in the joint venture, and an affiliate of the Kyrgyz government owns the remaining 0.66%. Zarechnoye owns both the Zarechnoye and South Zarechnoye deposits, located in southern Kazakhstan.

The Zarechnoye deposit was discovered in 1977 and commenced operations in 2007. The South Zarechnoye deposit was discovered in 1989 and is expected to become operational in 2014.

Production from Zarechnoye during 2008 was approximately 0.4 million pounds  $U_3O_8$  and production in 2009 was approximately 1.3 million pounds  $U_3O_8$ . Zarechnoye is expected to ramp up to full production of approximately 2.5 million pounds  $U_3O_8$  per year by 2012. Full production from South Zarechnoye is expected to be approximately 1.6 million pounds  $U_3O_8$ .

Under its subsoil use agreement, the Zarechnoye joint venture has the exclusive right to carry on exploration, extraction, mining and sales of uranium until 2027. The South Zarechnoye joint venture has the exclusive right to carry on exploration, extraction, mining and sales of uranium from South Zarechnoye until 2037.

Uranium One has engaged Scott Wilson Roscoe Postle Associates Inc. to provide an independent technical report for Zarechnoye, which the Company expects will be completed in July 2010.

#### **Other**

Uranium One also announced today that it has recently sold substantially all of its previously acquired shares of Paladin Energy Ltd. The sale proceeds will supplement the capital resources available to the Company for the cash outflows contemplated by the proposed transaction.

#### **Advisors**

BMO Capital Markets is acting as the financial advisor to Uranium One with respect to the ARMZ transaction. Uranium One's legal advisors are Fasken Martineau DuMoulin LLP and Macleod Dixon LLP. Goldman Sachs International is acting as the financial advisor to ARMZ and Stikeman Elliott LLP and Aequitas Law Firm are acting as legal advisors to ARMZ with respect to this transaction.

#### **Conference Call**

Uranium One will be hosting a conference call and webcast for investors and analysts today, June 8, 2010 at 10:00 AM (Eastern Time) to discuss the transaction. Participants may join the call by dialling toll-free 1-888-231-8191 or 1-647-427-7450 for local calls or calls from outside Canada and the United States. A live webcast of the call will be available through CNW Group's website at: [www.newswire.ca/en/webcast](http://www.newswire.ca/en/webcast).

A recording of the conference call will be available for replay for a two week period beginning at approximately 12:00 PM (Eastern Time) on June 8, 2010 by dialling toll-free 1-800-642-1687 or 1-416-849-0833 for local calls or calls from outside Canada and the United States. The pass code for the replay is 80491454. A replay of the webcast will be available through a link on our website at [www.uranium1.com](http://www.uranium1.com).

### *About ARMZ*

ARMZ is the world's fifth largest uranium producer with operating mines in Russia and Kazakhstan. During 2009, operations in which ARMZ is involved produced 12.1 million pounds of U<sub>3</sub>O<sub>8</sub>. It is wholly-owned by State Atomic Energy Corporation "Rosatom", the Russian State Corporation for Nuclear Energy which consolidates all nuclear assets of the Russian Federation.

### *About Uranium One*

Uranium One is one of the world's largest publicly traded uranium producers with a globally diversified portfolio of assets located in Kazakhstan, the United States and Australia.

For further information, please contact:

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### *Cautionary Statement*

*No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.*

*Investors are advised to refer to independent technical reports containing detailed information with respect to the material properties of Uranium One. These technical reports are available under the profiles of Uranium One Inc., UrAsia Energy Ltd., and Energy Metals Corporation at [www.sedar.com](http://www.sedar.com). Those technical reports provide the date of each resource or reserve estimate, details of the key assumptions, methods and parameters used in the estimates, details of quality and grade or quality of each resource or reserve and a general discussion of the extent to which the estimate may be materially affected by any known environmental, permitting, legal, taxation, socio-political, marketing, or other relevant issues. The technical reports also provide information with respect to data verification in the estimation.*

*This document uses the terms "measured", "indicated" and "inferred" resources as defined in accordance with National Instrument 43-101 - Standards of Disclosure for Mineral Projects. United States investors are advised that while these terms are recognized and required by Canadian regulations, the SEC does not recognize them. Investors are cautioned not to assume that all or any part of the mineral deposits in these categories will ever be converted into reserves. In addition, "inferred resources" have a great amount of uncertainty as to their existence and economic and legal feasibility and it cannot be assumed that all or any part of an inferred mineral resource will be ever be upgraded to a higher category. Investors are cautioned not to assume that all or any part of an inferred resource exists or is economically or legally mineable. Mineral resources are not mineral reserves and do not have demonstrated economic viability.*

*Scientific and technical information contained herein has been reviewed on behalf of Uranium One by Mr. M.H.G. Heyns, Pr.Sci.Nat. (SACNASP), MSAIMM, MGSSA, Senior Vice President of Uranium One Inc., a Qualified Person for the purposes of NI 43-101.*

*Scientific and technical information contained herein has been reviewed on behalf of Effective Energy N.V. (a wholly owned subsidiary of ARMZ) by Wayne W. Valliant, P.Geo. and John I. Kyle, P.E. of Scott Wilson RPA Inc. – both Qualified Persons for the purpose of NI 43-101.*

*Forward-looking statements: This press release contains certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the price of uranium, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or*

state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Uranium One to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the completion of the transaction described in this press release, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and ore densities or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or in completion of development or construction activities, risks relating to the integration of acquisitions, to international operations, to prices of uranium as well as those factors referred to in the section entitled "Risk Factors" in Uranium One's Annual Information Form for the year ended December 31, 2009, which is available on SEDAR at [www.sedar.com](http://www.sedar.com), and which should be reviewed in conjunction with this document. Although Uranium One has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Uranium One expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

For further information about Uranium One, please visit [www.uranium1.com](http://www.uranium1.com).

**Урановый Холдинг «АРМЗ» (ОАО «АТОМРЕДМЕТЗОЛОТО»)**

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**News**

**ARMZ Uranium Holding Co. Announces Acquisition of 51% Interest In Uranium One Inc.**

08 июня 2010

June 8, 2010 Moscow, Russia – JSC "Atomredmetzoloto" ("ARMZ") hereinafter referred to as ARMZ, the mining arm of Rosatom State Corporation, today announced the signing of a definitive purchase and subscription agreement with Uranium One Inc. (UUU – Toronto Stock Exchange, Johannesburg Stock Exchange), ("Uranium One") under which ARMZ will contribute its 50% interest in the JSC Akbastau Uranium Mine ("Akbastau") and 49.7% interest in the JSC Zarechnoye Uranium Mine ("Zarechnoye"), both located in southern Kazakhstan, and US\$610 million in cash, in return for 356 million new common shares of Uranium One. Upon completion of the transaction, ARMZ will own not less than a 51% interest in Uranium One. ARMZ currently holds 23.1% of Uranium One's outstanding common shares.

Upon completion of the transaction, ARMZ will own a controlling interest in one of the world's largest uranium mining corporations with low production cash costs (less than US\$20 per pound  $U_3O_8$  on a consolidated basis). In connection with the transaction, Uranium One and ARMZ have also agreed to amend the existing offtake agreement between the parties, to provide ARMZ with increased offtake rights commensurate with its increased equity ownership interest in Uranium One.

Recognizing the importance of world class corporate governance in a publicly traded company the Parties have agreed to a package of minority protections and that, upon completion of the transaction, the Board of Uranium One will be reduced from thirteen to nine directors but continue to have a majority of independent directors (a total of five, two of whom will be nominated by ARMZ), including Ian Telfer, who will continue as Chairman, and that Jean Nortier will continue as Chief Executive Officer. ARMZ will also be entitled to three additional nominees to the Board of Uranium One.

The transaction is subject to the required regulatory approvals of the Republic of Kazakhstan (the Ministry of Industry and New Technologies, the Competition Protection Agency), approval under the Investment Canada Act, clearance by the Committee on Foreign Investment of the United States, TSX and JSE approvals and other usual and customary closing conditions, including anti-trust approvals in a number of jurisdictions. The transaction is expected to be completed before the end of 2010.

Rosatom State Corporation has been actively increasing its activity in the international arena: it presently ranks first in the world in the number of nuclear power plants simultaneously under construction outside of Russia, provides 40% of global services in uranium enrichment and represents 17% of the world's nuclear fuel fabrication capacity. Bettering Rosatom's uranium mining asset portfolio will ensure adequate feedstock catering for the needs of the nuclear industry.

Vadim Zhivov, Director General of ARMZ, commented:

"Developing and operating projects in the Republic of Kazakhstan – in full cooperation with ARMZ's strategic partner Kazatomprom – is a priority for ARMZ. We are confident that Rosatom's controlling interest in Uranium One will allow it to further strengthen its excellent relationship with its partners in Kazakhstan and to open up new promising avenues for cooperation".

## **Overview of Akbastau**

Akbastau is owned 50% by ARMZ and 50% by Kazatomprom and operates sites 1, 3 and 4 of the Budenovskoye deposit in southern Kazakhstan. Karatau, in which Uranium One owns a 50% interest, operates site 2 of the Budenovskoye deposit.

Production from Akbastau commenced in 2009 and totalled 390 tons U. Pregnant solutions from the well fields at Akbastau are currently being treated at the Karatau processing facilities.

Under the terms of its subsoil use agreements, Akbastau has the exclusive right to carry on exploration, extraction, mining and sales of uranium from sites 3 and 4 of the Budenovskoye deposit until 2037 and from site 1 until 2036.

Steady state production from Akbastau is expected to be 3,000 tons U per year.

## **Overview of Zarechnoye**

ARMZ has a 49.7% interest in Zarechnoye. Kazatomprom owns a 49.7% interest in the joint venture, and an affiliate of the Kyrgyz government owns the remaining 0.7%. Zarechnoye owns both the Zarechnoye and South Zarechnoye deposits, located in southern Kazakhstan.

The Zarechnoye deposit was discovered in 1977 and commenced operations in 2007. The South Zarechnoye deposit was discovered in 1989 and is expected to become operational in 2014.

Production from Zarechnoye during 2008 was 167 tonnes U and production in 2009 was 494 tons U. Zarechnoye is expected to ramp up to full production of 955 tons U by 2012. South Zarechnoye is expected to commence production in 2014 and full production is expected to be 600 tons U per year by 2017.

Under its subsoil use agreement, the Zarechnoye joint venture has the exclusive right to carry on exploration, extraction, mining and sales of uranium until 2027. The South Zarechnoye joint venture has the exclusive right to carry on exploration, extraction, mining and sales of uranium from South Zarechnoye until 2037.

## **About Uranium One**

Uranium One is one of the world's largest publicly traded uranium producers with a globally diversified portfolio of assets located in Kazakhstan, the United States and Australia.

## **About ARMZ**

ARMZ is the world's fifth largest uranium producer with operating mines in Russia and Kazakhstan. During 2009, operations in which ARMZ is involved produced 12.1 million pounds of  $U_3O_8$  (4,624 tons of Uranium). It is wholly-owned by State Atomic Energy Corporation "Rosatom", the Russian State Corporation for Nuclear Energy which consolidates all nuclear assets and controls all nuclear activities of the Russian Federation. In addition to its commercial activities, Rosatom also acts as the Russian government agent responsible for all activities related to the nuclear and atomic industries.

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Archive

<http://www.armz.ru/eng/press/news/>

29.06.10



**EXHIBIT 5**

**to**

**Notice of Change of Control  
and Ownership Information**

**National Instrument 52-110**

## **National Instrument 52-110**

### ***Audit Committees***

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## National Instrument 52-110

### *Audit Committees*

## PART 1 DEFINITIONS AND APPLICATION

### 1.1 Definitions

In this Instrument,

“accounting principles” has the meaning ascribed to it in National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

“AIF” has the meaning ascribed to it in NI 51-102;

“asset-backed security” has the meaning ascribed to it in NI 51-102;

“audit committee” means a committee (or an equivalent body) established by and among the board of directors of an issuer for the purpose of overseeing the accounting and financial reporting processes of the issuer and audits of the financial statements of the issuer, and, if no such committee exists, the entire board of directors of the issuer;

“audit services” means the professional services rendered by the issuer’s external auditor for the audit and review of the issuer’s financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

“credit support issuer” has the meaning ascribed to it in section 13.4 of NI 51-102;

“designated foreign issuer” has the meaning ascribed to it in National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*;

“exchangeable security issuer” has the meaning ascribed to it in section 13.3 of NI 51-102;

“executive officer” of an entity means an individual who is:

- (a) a chair of the entity;
- (b) a vice-chair of the entity;
- (c) the president of the entity;
- (d) a vice-president of the entity in charge of a principal business unit, division or function including sales, finance or production;

- (e) an officer of the entity or any of its subsidiary entities who performs a policy-making function in respect of the entity; or
- (f) any other individual who performs a policy-making function in respect of the entity;

“foreign private issuer” means an issuer that is a foreign private issuer within the meaning of Rule 405 under the 1934 Act;

“immediate family member” means an individual’s spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the individual or the individual’s immediate family member) who shares the individual’s home;

“marketplace” has the meaning ascribed to it in National Instrument 21-101 *Marketplace Operation*;

“MD&A” has the meaning ascribed to it in NI 51-102;

“NI 51-102” means National Instrument 51-102 *Continuous Disclosure Obligations*;

“non-audit services” means services other than audit services;

“SEC foreign issuer” has the meaning ascribed to it in National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*;

“U.S. marketplace” means an exchange registered as a ‘national securities exchange’ under section 6 of the 1934 Act, or the Nasdaq Stock Market;

“venture issuer” means an issuer that, at the end of its most recently completed financial year, did not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by the PLUS Markets Group plc.

## **1.2 Application**

This Instrument applies to all reporting issuers other than:

- (a) investment funds;
- (b) issuers of asset-backed securities;
- (c) designated foreign issuers;
- (d) SEC foreign issuers;
- (e) issuers that are subsidiary entities, if

- (i) the subsidiary entity does not have equity securities (other than non-convertible, non-participating preferred securities) trading on a marketplace, and
- (ii) the parent of the subsidiary entity is
  - (A) subject to the requirements of this Instrument, or
  - (B) an issuer that (1) has securities listed or quoted on a U.S. marketplace, and (2) is in compliance with the requirements of that U.S. marketplace applicable to issuers, other than foreign private issuers, regarding the role and composition of audit committees;
- (f) exchangeable security issuers, if the exchangeable security issuer qualifies for the relief contemplated by, and is in compliance with the requirements and conditions set out in, section 13.3 of NI 51-102; and
- (g) credit support issuers, if the credit support issuer qualifies for the relief contemplated by, and is in compliance with the requirements and conditions set out in, section 13.4 of NI 51-102.

### **1.3 Meaning of Affiliated Entity, Subsidiary Entity and Control**

- (1) For the purposes of this Instrument, a person or company is considered to be an affiliated entity of another person or company if
  - (a) one of them controls or is controlled by the other or if both persons or companies are controlled by the same person or company, or
  - (b) the person is an individual who is
    - (i) both a director and an employee of an affiliated entity, or
    - (ii) an executive officer, general partner or managing member of an affiliated entity.
- (2) For the purposes of this Instrument, a person or company is considered to be a subsidiary entity of another person or company if
  - (a) it is controlled by,
    - (i) that other, or
    - (ii) that other and one or more persons or companies each of which is controlled by that other, or
    - (iii) two or more persons or companies, each of which is controlled by that other; or

- (b) it is a subsidiary entity of a person or company that is the other's subsidiary entity.
- (3) For the purpose of this Instrument, "control" means the direct or indirect power to direct or cause the direction of the management and policies of a person or company, whether through ownership of voting securities or otherwise.
- (4) Despite subsection (1), an individual will not be considered to control an issuer for the purposes of this Instrument if the individual:
  - (a) owns, directly or indirectly, ten per cent or less of any class of voting securities of the issuer; and
  - (b) is not an executive officer of the issuer.

#### **1.4 Meaning of Independence**

- (1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.
- (2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.
- (3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:
  - (a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;
  - (b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;
  - (c) an individual who:
    - (i) is a partner of a firm that is the issuer's internal or external auditor,
    - (ii) is an employee of that firm, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
  - (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
    - (i) is a partner of a firm that is the issuer's internal or external auditor,

- (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or
    - (iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;
  - (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and
  - (f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than \$75,000 in direct compensation from the issuer during any 12 month period within the last three years.
- (4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because
- (a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or
  - (b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.
- (5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.
- (6) For the purposes of clause (3)(f), direct compensation does not include:
- (a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
  - (b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.
- (7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member
- (a) has previously acted as an interim chief executive officer of the issuer, or
  - (b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.



- (8) For the purpose of section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

## **1.5 Additional Independence Requirements**

- (1) Despite any determination made under section 1.4, an individual who
- (a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or
  - (b) is an affiliated entity of the issuer or any of its subsidiary entities,
- is considered to have a material relationship with the issuer.
- (2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by
- (a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or
  - (b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.
- (3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service."

## **1.6 Meaning of Financial Literacy**

For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.

## **PART 2 AUDIT COMMITTEE RESPONSIBILITIES**

### **2.1 Audit Committee**

Every issuer must have an audit committee that complies with the requirements of the Instrument.

### **2.2 Relationship with External Auditors**

Every issuer must require its external auditor to report directly to the audit committee.

### **2.3 Audit Committee Responsibilities**

- (1) An audit committee must have a written charter that sets out its mandate and responsibilities.
- (2) An audit committee must recommend to the board of directors:
  - (a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the issuer; and
  - (b) the compensation of the external auditor.
- (3) An audit committee must be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- (4) An audit committee must pre-approve all non-audit services to be provided to the issuer or its subsidiary entities by the issuer's external auditor.
- (5) An audit committee must review the issuer's financial statements, MD&A and annual and interim earnings press releases before the issuer publicly discloses this information.
- (6) An audit committee must be satisfied that adequate procedures are in place for the review of the issuer's public disclosure of financial information extracted or derived from the issuer's financial statements, other than the public disclosure referred to in subsection (5), and must periodically assess the adequacy of those procedures.
- (7) An audit committee must establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and

- (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
- (8) An audit committee must review and approve the issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.

#### **2.4 *De Minimis* Non-Audit Services**

An audit committee satisfies the pre-approval requirement in subsection 2.3(4) if:

- (a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the fiscal year in which the services are provided;
- (b) the issuer or the subsidiary entity of the issuer, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- (c) the services are promptly brought to the attention of the audit committee of the issuer and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated by the audit committee.

#### **2.5 Delegation of Pre-Approval Function**

- (1) An audit committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(4).
- (2) The pre-approval of non-audit services by any member to whom authority has been delegated pursuant to subsection (1) must be presented to the audit committee at its first scheduled meeting following such pre-approval.

#### **2.6 Pre-Approval Policies and Procedures**

An audit committee satisfies the pre-approval requirement in subsection 2.3(4) if it adopts specific policies and procedures for the engagement of the non-audit services, if:

- (a) the pre-approval policies and procedures are detailed as to the particular service;
- (b) the audit committee is informed of each non-audit service; and
- (c) the procedures do not include delegation of the audit committee's responsibilities to management.

## **PART 3 COMPOSITION OF THE AUDIT COMMITTEE**

### **3.1 Composition**

- (1) An audit committee must be composed of a minimum of three members.
- (2) Every audit committee member must be a director of the issuer.
- (3) Subject to sections 3.2, 3.3, 3.4, 3.5 and 3.6, every audit committee member must be independent.
- (4) Subject to sections 3.5 and 3.8, every audit committee member must be financially literate.

### **3.2 Initial Public Offerings**

- (1) Subject to section 3.9, if an issuer has filed a prospectus to qualify the distribution of securities that constitutes its initial public offering, subsection 3.1(3) does not apply for a period of up to 90 days commencing on the date of the receipt for the prospectus, provided that one member of the audit committee is independent.
- (2) Subject to section 3.9, if an issuer has filed a prospectus to qualify the distribution of securities that constitutes its initial public offering, subsection 3.1(3) does not apply for a period of up to one year commencing on the date of the receipt for the prospectus, provided that a majority of the audit committee members are independent.

### **3.3 Controlled Companies**

- (1) An audit committee member that sits on the board of directors of an affiliated entity is exempt from the requirement in subsection 3.1(3) if the member, except for being a director (or member of a board committee) of the issuer and the affiliated entity, is otherwise independent of the issuer and the affiliated entity.
- (2) Subject to section 3.7, an audit committee member is exempt from the requirement in subsection 3.1(3) if:
  - (a) the member would be independent of the issuer but for the relationship described in paragraph 1.5(1)(b) or as a result of subsection 1.4(8);
  - (b) the member is not an executive officer, general partner or managing member of a person or company that
    - (i) is an affiliated entity of the issuer, and
    - (ii) has its securities trading on a marketplace;
  - (c) the member is not an immediate family member of an executive officer, general partner or managing member referred to in paragraph (b), above;

- (d) the member does not act as the chair of the audit committee; and
- (e) the board determines in its reasonable judgement that
  - (i) the member is able to exercise the impartial judgement necessary for the member to fulfill his or her responsibilities as an audit committee member, and
  - (ii) the appointment of the member is required by the best interests of the issuer and its shareholders.

### **3.4 Events Outside Control of Member**

Subject to section 3.9, if an audit committee member ceases to be independent for reasons outside the member's reasonable control, the member is exempt from the requirement in subsection 3.1(3) for a period ending on the later of:

- (a) the next annual meeting of the issuer, and
- (b) the date that is six months from the occurrence of the event which caused the member to not be independent.

### **3.5 Death, Disability or Resignation of Member**

Subject to section 3.9, if the death, disability or resignation of an audit committee member has resulted in a vacancy on the audit committee that the board of directors is required to fill, an audit committee member appointed to fill such vacancy is exempt from the requirements in subsections 3.1(3) and 3.1(4) for a period ending on the later of:

- (a) the next annual meeting of the issuer, and
- (b) the date that is six months from the day the vacancy was created.

### **3.6 Temporary Exemption for Limited and Exceptional Circumstances**

Subject to section 3.7, an audit committee member is exempt from the requirement in subsection 3.1(3) if:

- (a) the member is not an individual described in subsection 1.5(1);
- (b) the member is not an employee or officer of the issuer, or an immediate family member of an employee or officer of the issuer;
- (c) the board, under exceptional and limited circumstances, determines in its reasonable judgement that
  - (i) the member is able to exercise the impartial judgement necessary for the member to fulfill his or her responsibilities as an audit committee member, and

- (ii) the appointment of the member is required by the best interests of the issuer and its shareholders;
- (d) the member does not act as chair of the audit committee; and
- (e) the member does not rely upon this exemption for a period of more than two years.

### **3.7 Majority Independent**

The exemptions in subsection 3.3(2) and section 3.6 are not available to a member unless a majority of the audit committee members would be independent.

### **3.8 Acquisition of Financial Literacy**

Subject to section 3.9, an audit committee member who is not financially literate may be appointed to the audit committee provided that the member becomes financially literate within a reasonable period of time following his or her appointment.

### **3.9 Restriction on Use of Certain Exemptions**

The exemptions in sections 3.2, 3.4, 3.5 and 3.8 are not available to a member unless the issuer's board of directors has determined that the reliance on the exemption will not materially adversely affect the ability of the audit committee to act independently and to satisfy the other requirements of this Instrument.

## **PART 4 AUTHORITY OF THE AUDIT COMMITTEE**

### **4.1 Authority**

An audit committee must have the authority

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the audit committee, and
- (c) to communicate directly with the internal and external auditors.

## **PART 5 REPORTING OBLIGATIONS**

### **5.1 Required Disclosure**

Every issuer must include in its AIF the disclosure required by Form 52-110F1.

## **5.2 Management Information Circular**

If management of an issuer solicits proxies from the security holders of the issuer for the purpose of electing directors to the issuer's board of directors, the issuer must include in its management information circular a cross-reference to the sections in the issuer's AIF that contain the information required by section 5.1.

## **PART 6 VENTURE ISSUERS**

### **6.1 Venture Issuers**

Venture issuers are exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

### **6.2 Required Disclosure**

- (1) Subject to subsection (2), if management of a venture issuer solicits proxies from the security holders of the venture issuer for the purpose of electing directors to its board of directors, the venture issuer must include in its management information circular the disclosure required by Form 52-110F2.
- (2) A venture issuer that is not required to send a management information circular to its security holders must provide the disclosure required by Form 52-110F2 in its AIF or annual MD&A.

## **PART 7 U.S. LISTED ISSUERS**

### **7.1 U.S. Listed Issuers**

An issuer that has securities listed or quoted on a U.S. marketplace is exempt from the requirements of Parts 2 (*Audit Committee Responsibilities*), 3 (*Composition of the Audit Committee*), 4 (*Authority of the Audit Committee*), and 5 (*Reporting Obligations*), if:

- (a) the issuer is in compliance with the requirements of that U.S. marketplace applicable to issuers, other than foreign private issuers, regarding the role and composition of audit committees; and
- (b) if the issuer is incorporated, continued or otherwise organized in a jurisdiction in Canada, the issuer includes in its AIF the disclosure (if any) required by paragraph 7 of Form 52-110F1.

## **PART 8 EXEMPTIONS**

### **8.1 Exemptions**

- (1) The securities regulatory authority or regulator may grant an exemption from this rule, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption.

- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.

## **PART 9 EFFECTIVE DATE**

### **9.1 Effective Date**

This Instrument comes into force on March 17, 2008.



**EXHIBIT 6**

**to**

**Notice of Change of Control  
and Ownership Information**

**Diagram of Uranium One corporate structure**

## **EXHIBIT 12**

### **ILLUSTRATION OF URANIUM ONE'S CURRENT GLOBAL STRUCTURE**

---

**JOINT VOLUNTARY NOTICE OF PROPOSED TRANSACTION PURSUANT TO SECTION  
721 OF THE DEFENSE PRODUCTION ACT OF 1950**

**SUBMITTED TO THE**

**COMMITTEE ON FOREIGN INVESTMENT IN THE UNITED STATES**

---

**Purchase of Shares of**

**Uranium One Inc.**

**by**

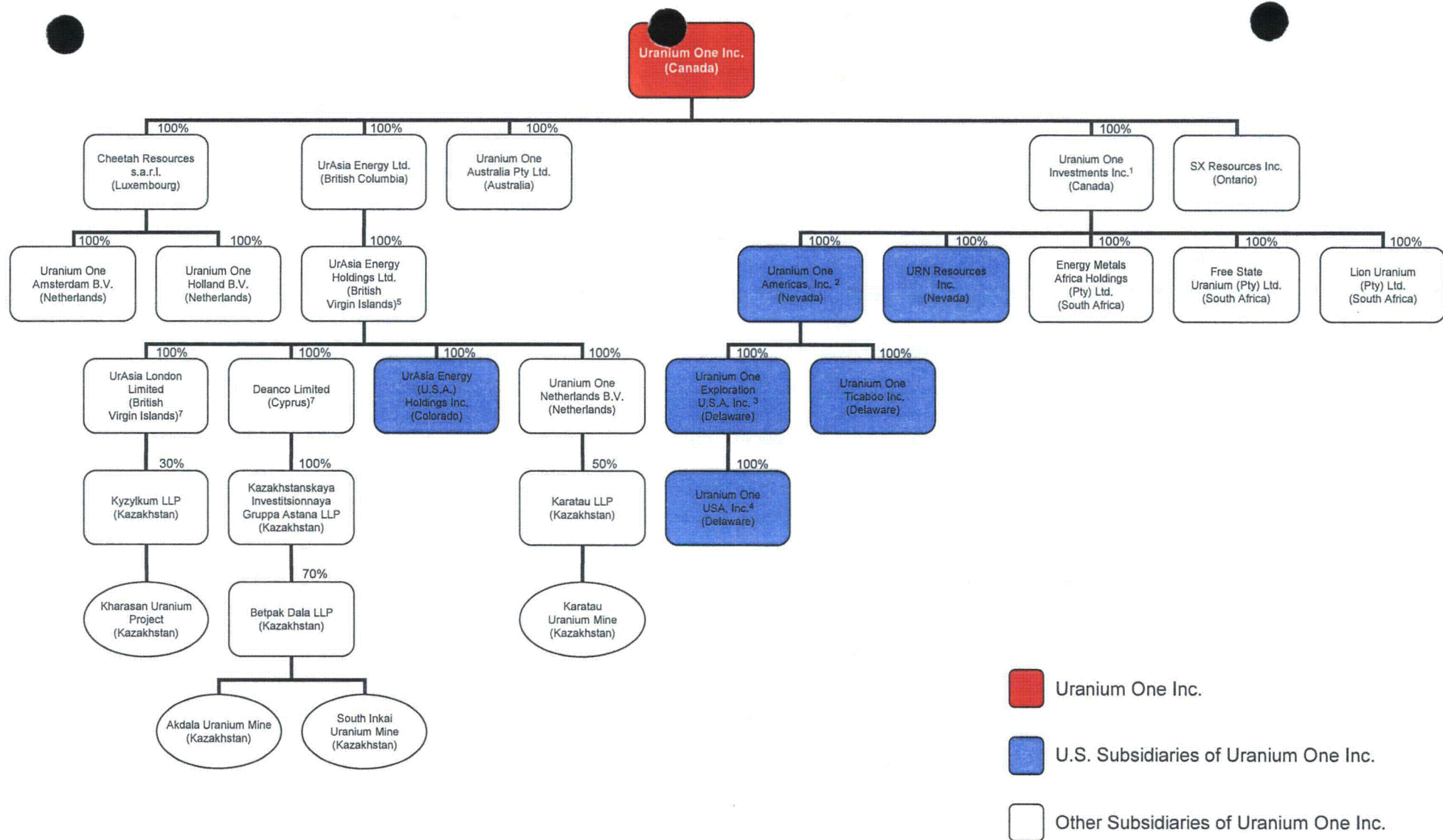
**JSC Atomredmetzoloto through Two of Its Wholly Owned Subsidiaries**

**JSC Atomredmetzoloto**  
22, B. Drovyanoi Lane  
Moscow, Russia 109004

*Foreign Person*

**Uranium One Inc.**  
1285 West Pender Street, Suite 900  
Vancouver, British Columbia V6E 4B1  
Canada

*U.S. Person*



**Notes:**

(1) Formed by the amalgamation of Southwest Uranium Inc., Standard Uranium Inc., Energy Metals Corporation, and Uranium One Canada Inc.

(2) Formerly known as Energy Metals Corporation (US). As part of an internal reorganization, High Plains Uranium Inc. (a Delaware corporation, formerly a British Columbia corporation), Quincy Energy Corp., Southwest Uranium US Inc., Uranium One U.S.A. Inc. and Western Fuels Inc. were merged with and into Uranium One Americas, Inc.

(3) As part of an internal reorganization, Atlas Database Corp., Clearwater Resources Inc., High Plains Uranium Inc. (an Idaho corporation), Uranium One Utah Inc. and Uranium One Ventures U.S.A. Inc. were merged with and into Uranium One Exploration U.S.A. Inc.

(4) Malapai Resources Company, an Arizona corporation that was 100% owned by Uranium One Exploration U.S.A. Inc., was merged with and into Uranium One USA, Inc., which was formerly Cogema Resources Inc.

(5) Resident in Luxembourg for tax purposes.

(6) Resident in the Netherlands for tax purposes.

**EXHIBIT 7**

**to**

**Notice of Change of Control  
and Ownership Information**

**Current list of the Officers and Directors of  
Uranium One, Uranium One USA  
and Uranium One Americas**

**URANIUM ONE INC.**  
**Officers and Directors**

**A. Officers**

Jean Nortier - President and Chief Executive Officer

Steve Magnuson - Chief Operating Officer

Graham du Preez - Executive Vice President, Chief Financial Officer (interim)

Robin Merrifield - Executive Vice President

Fletcher Newton - Executive Vice President, Corporate and Strategic Affairs

Chris Sattler - Executive Vice President, Corporate Development and Investor Relations

John M Sibley - Executive Vice President, General Counsel, and Secretary

Dr. Dennis Stover - Executive Vice President, Americas

Paul Clarke - Senior Vice President & Branch Chief, Kazakhstan

Thys Heyns - Senior Vice President, Technical Services

Lloyd Hong - Senior Vice President and Legal Counsel

Sue Speight - Senior Vice President, Marketing

Donna Wichers - Senior Vice President, ISR Operations

Kuzma Otto - Vice President, Australia Projects

**B. Directors**

Ian Telfer - Non-executive Chairman

Jean Nortier - President and Chief Executive Officer

Andrew Adams - Non-executive Director

Massimo Carello - Non-executive Director

Shigeo Fujinami - Non-executive Director

David Hodgson - Non-executive Director

Terry Rosenberg - Non-executive Director

Phillip Shirvington - Non-executive Director

Akihiro Takubo - Non-executive Director

Mark Wheatley - Non-executive Director

Ken Williamson - Non-executive Director

Ilya Yampolskiy - Non-executive Director

Vadim Zhivov - Non-executive Director

**URANIUM ONE USA, INC.**  
**Officers and Directors**

**A. Officers**

Dr. Dennis Stover - President & CEO

Donna Wichers - Senior Vice President, ISR Operations

Bruce Law - Vice President, Finance

Robin Merrifield - Treasurer

John Sibley - Secretary

Lloyd Hong - Assistant Secretary

**B. Directors**

John Sibley - Director (Chairman)

Lloyd Hong - Director

**URANIUM ONE AMERICAS, INC.**  
**Officers and Directors**

**A. Officers**

Dr. Dennis Stover - President & CEO

Donna Wichers - Senior Vice President, ISR Operations

Fletcher Newton - Vice President

Robin Merrifield - Chief Financial Officer and Treasurer

Bruce Law - Vice President, Finance

John Sibley - Executive Vice President, Legal and Secretary

Lloyd Hong - Assistant Secretary

**B. Directors**

John Sibley - Director (Chairman)

Robin Merrifield - Director

**EXHIBIT 8**

**to**

**Notice of Change of Control  
and Ownership Information**

**Articles of Incorporation for Uranium One,  
Uranium One USA and Uranium One Americas**



**URANIUM ONE AMERICAS, INC.**

**(Articles of Incorporation, Amendments & Merger Certificates)**

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

November 3, 2009

Job Number: C20091102-2266  
Reference Number: 00002472053-43  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

| Document Number(s) | Description               | Number of Pages                             |
|--------------------|---------------------------|---|
| C23736-2004-001    | Articles of Incorporation | 2 Pages/1 Copies - Energy Metals Corp.      |
| 20090735158-60     | Amendment                 | 1 Pages/1 Copies - EMC change to U1 America |
| 20090768093-74     | Merge In                  | 6 Pages/1 Copies - Western                  |
| 20090768095-96     | Merge In                  | 6 Pages/1 Copies - U/NSA Inc. to U1 America |
| 20090768096-07     | Merge In                  | 6 Pages/1 Copies - Southwest                |
| 20090768099-30     | Merge In                  | 6 Pages/1 Copies - Quinay                   |
| 20090768101-84     | Merge In                  | 6 Pages/1 Copies - HPU                      |



Respectfully,

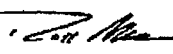
ROSS MILLER  
Secretary of State

Certified By: Chris Thomann  
Certificate Number: C20091102-2266  
You may verify this certificate  
online at <http://www.nvsos.gov/>

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: www.nvsos.gov

|  |  |
|--|--|
| Filed in the office of   | Document Number                            |
|  | 20090735158-60                             |
| Ross Miller<br>Secretary of State<br>State of Nevada                               | Filing Date and Time<br>10/09/2009 3:42 PM |
|  | Entity Number<br>C23736-2004               |

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Energy Metals Corporation (US)

2. The articles have been amended as follows: (provide article numbers, if available)

1. Name of Corporation: Uranium One Americas, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

October 9, 2009

4. Effective date of filing: (optional) October 9, 2009

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

  
Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
Revised: 7-1-08



DEAN HELLER  
Secretary of State  
206 North Carson Street  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

Q  
FILED # 23736-2004

SEP 02 2004

IN THE OFFICE OF  
DEAN HELLER, SECRETARY OF STATE

**Articles of Incorporation**  
(PURSUANT TO NRS 78)

157053

Important. Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

|  |   |                 |                   |  |
|--|---|-----------------|-------------------|--|
| 1. <b>Name of Corporation:</b>   | Energy Metals Corporation (US)  |                 |                   |  |
| 2. <b>Resident Agent Name and Street Address:</b><br><small>(must be a Nevada address where process may be served)</small>                   | Thomas P. Erwin<br>Name<br>One E. Liberty Street, Suite 424<br>Street Address<br>PO Box 40817<br>Optional Mailing Address   |                 |                   |  |
|  | Reno<br>City  | NEVADA<br>State | 89501<br>Zip Code |  |
|  | Reno<br>City  | NV<br>State     | 89504<br>Zip Code |  |
| 3. <b>Shares:</b><br><small>Number of shares corporation authorized to issue</small>   | Number of shares with par value: Par value: \$ Number of shares without par value: 10,000   |                 |                   |  |
| 4. <b>Names &amp; Addresses of Board of Directors/Trustees:</b><br><small>(attach additional page here if more than 3 are appointed)</small> | 1. James G. G. Watt, Director<br>Name<br>Suite 1500 885 W. Georgia St.<br>Street Address<br>Vancouver, BC<br>City<br>Canada<br>State<br>V6C 3E8<br>Zip Code<br>2. Paul Matyssek<br>Name<br>Suite 1500 885 W. Georgia St.<br>Street Address<br>Vancouver, BC<br>City<br>Canada<br>State<br>V6C 3E8<br>Zip Code<br>3. Kuren Liu<br>Name<br>Suite 1500 885 W. Georgia St.<br>Street Address<br>Vancouver, BC<br>City<br>Canada<br>State<br>V6C 3E8<br>Zip Code |                 |                   |  |
| 5. <b>Purpose:</b><br><small>(optional - see instructions)</small>   | The purpose of this Corporation shall be:   |                 |                   |  |
| 6. <b>Names, Address and Signature of Incorporator:</b><br><small>(attach additional page here if more than 1 incorporator)</small>          | Thomas P. Erwin<br>Name<br>One E. Liberty St., Suite 424<br>Address<br>Reno<br>City<br>NV<br>State<br>89501<br>Zip Code   |                 |                   |  |
| 7. <b>Certificate of Acceptance of Appointment of Resident Agent:</b>  | I hereby accept appointment as Resident Agent for the above named corporation.<br>Thomas P. Erwin<br>Authorized Signature of R. A. or On Behalf of R. A. Company<br>9/2/04<br>Date<br>9/2/04  |                 |                   |  |

This form must be accompanied by appropriate fees. See attached fee schedule.

www.nv.gov  
Nevada Secretary of State

**Articles of Incorporation, page 2**

**8. Board of Directors.** The members of the governing board shall be styled "Directors" and their number shall be not less than one (1) nor more than five (5).

**9. Liability of Directors and Officers.** No director or officer shall have personal liability to the corporation or its shareholders for damages for breach of fiduciary duty as a director or officer, but no term in this Section shall eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or violation of law; or payment of distributions in violation of law.

**10. Indemnification.** The corporation shall indemnify, to the full extent and in the manner permitted under the laws of Nevada and any other applicable laws, any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he is or was a director or officer of this corporation or served any other enterprise as a director or officer at the request of this corporation; such right of indemnification shall also be applicable to the executors, administrators and other similar legal representative of any such director or officer. The corporation must pay the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. The provisions of this Section shall be deemed to be a contract between the corporation and each director and officer who serves in such capacity at any time while this Section is in effect, and any repeal or modification of this Section shall not affect any rights or obligations then existing with respect to any state of facts then existing or any action, suit or proceeding brought based in whole or in part upon any such state of facts. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any director or officer or his legal representative may be entitled apart from the provisions of this Section.

**11. By-Laws.** The Board of Directors is expressly authorized and empowered to adopt, amend or repeal the By-Laws of this corporation.



Industry Canada

Industrie Canada

**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

**ENERGY METALS CORPORATION**

**453751-3**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

**October 19, 2009 / le 19 octobre 2009**

**Date of Amalgamation - Date de fusion**

**Canada**



Industry Canada Industrie Canada  
Canada Business Corporation Act (CBCA) Loi canadienne sur les sociétés par actions (LCSA)

**FORM 9**  
**ARTICLES OF AMALGAMATION**  
**(SECTION 185)**

**FORMULAIRE 9**  
**STATUTS DE FUSION**  
**(ARTICLE 185)**

**Form 9**

1 -- Name of the Amalgamated Corporation

Dénomination sociale de la société issue de la fusion

**ENERGY METALS CORPORATION**

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address)

La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)

British Columbia - Colombie Britannique

3 -- The classes and any maximum number of shares that the corporation is authorized to issue

Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

4 -- Restrictions, if any, on share transfers

Restrictions sur le transfert des actions, s'il y a lieu

See attached Schedule A.

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)

Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux casés)

Minimum: 1 Maximum: 11

Minimal:    Maximal:   

6 -- Restrictions, if any, on business the corporation may carry on

Limites imposées à l'activité commerciale de la société, s'il y a lieu

There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

7 -- Other provisions, if any

Autres dispositions, s'il y a lieu

See attached Schedule A.

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

☐ 183

☐ 184(1)

☒ 184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation.

Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

| Name of the amalgamating corporations<br>Dénomination sociale des sociétés fusionnantes | Corporation No.<br>N° de la société | Signature |
|---|-------------------------------------|-----------|
| Energy Metals Corporation   | <u>453753-0</u>                     |           |
| Standard Uranium Inc.   | <u>453750-5</u>                     |           |
| Southwest Uranium Inc.  | <u>453752-1</u>                     |           |
| Uranium One Canada Inc.   | <u>442715-7</u>                     |           |
|   | <u>      </u>                       |           |
|   | <u>      </u>                       |           |

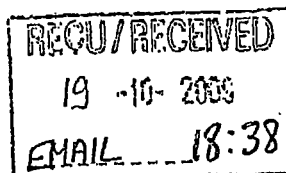
**Note:**

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Note:**

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

4537513



Canada

**SCHEDULE A**  
**TO THE ARTICLES OF AMALGAMATION OF**  
**ENERGY METALS CORPORATION**

**4. - Restrictions, if any, on share transfers**

The right to transfer securities (including for greater certainty, shares) other than non-convertible debt securities of the Corporation, shall be restricted in that no such securities shall be transferred without either:

- (a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by all of the directors, which consent may be given prior or subsequent to the time of transfer of such securities, or
- (b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior to or subsequent to the time of transfer of such securities.

**7. - Other Provisions**

**Additional Directors**

The directors may, between annual meetings, appoint one or more additional directors of the Corporation to serve until the next annual meeting, but the number of additional directors shall not at any time exceed one-third of the number of directors who held office at the expiration of the last annual meeting of the Corporation, provided that the total number of directors shall not exceed the maximum number of directors fixed pursuant to the Articles of the Corporation.





Industry Canada Industrie Canada  
Corporations Canada Corporations Canada

## Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

### Instructions

**1** At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act* (CBCA)).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

### 2 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

### General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our web-site at [www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca) or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at [corporationscanada@ic.gc.ca](mailto:corporationscanada@ic.gc.ca).

File documents online  
(except for Articles of Amalgamation):  
**Corporations Canada Online  
Filing Centre:**  
[www.corporationscanada.ic.gc.ca](http://www.corporationscanada.ic.gc.ca)

Or send documents by mail:  
**Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0G8**

By Facsimile:  
**613-941-0999**

## Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)  
(Sections 19 and 106 of the *Canada Business Corporations Act* (CBCA))

### 1 Corporation name

ENERGY METALS CORPORATION

### 2 Address of registered office (must be a street address, a P.O. Box is not acceptable)

2900 - 550 Burrard Street

NUMBER AND STREET NAME

Vancouver

BC

V6C 0A3

CITY

PROVINCE/TERRITORY

POSTAL CODE

### 3 Mailing address (if different from the registered office)

SAME AS ABOVE ☒

ATTENTION OF

NUMBER AND STREET NAME

CITY

PROVINCE/TERRITORY

POSTAL CODE

### 4 Members of the board of directors

| FIRST NAME | LAST NAME  | RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable) | CANADIAN RESIDENT (Yes/No) |
|------------|------------|--|----------------------------|
| John       | Sibley     | [REDACTED]   | Y                          |
| Robin      | Merrifield | [REDACTED]   | Y                          |
| Lloyd      | Hong       | [REDACTED]   | Y                          |
|            |            |  |                            |
|            |            |  |                            |

### 5 Declaration

I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.

SIGNATURE

Lloyd Hong

(604) 601-5640

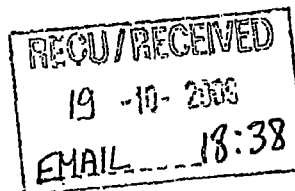
PRINT NAME

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Canada

IC 2904 (2006/12)



**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

(Please see attached)



SEE LEGEND ON REVERSE



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

## URANIUM ONE AMERICAS, INC.

~~The Certificates that~~ **URANIUM ONE INVESTMENTS INC.** is the owner of  
\*\*One Hundred\*\*

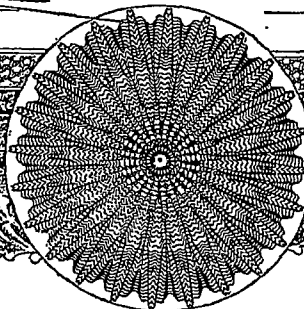
*fully paid and non-assessable  
Shares of the above Corporation transferable only on the books of the Corporation  
by the holder hereof in person or by a duly authorized Attorney upon surrender of  
this Certificate properly endorsed.*

*In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and to be sealed with the Seal of the Corporation.*

*Dated* October 29, 2009

  
President

  
Secretary





SEE LEGEND ON REVERSE



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

## URANIUM ONE AMERICAS, INC.

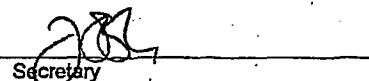
~~This Certificate~~ **That** URANIUM ONE INVESTMENTS INC. is the owner of  
\*\*Five Hundred Forty-Three\*\* fully paid and non-assessable

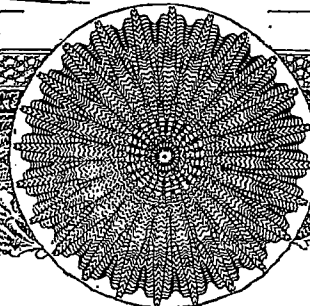
Shares of the above Corporation transferable only on the books of the Corporation  
by the holder hereof in person or by a duly authorized Attorney upon surrender of  
this Certificate properly endorsed.

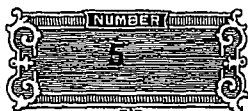
In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009

  
President

  
Secretary





SEE LEGEND ON REVERSE



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

## URANIUM ONE AMERICAS, INC.

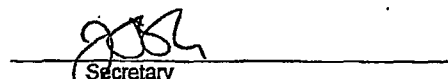
~~This Certificate that~~ URANIUM ONE INVESTMENTS INC. is the owner of  
\*\*Seventy-One\*\* fully paid and non-assessable

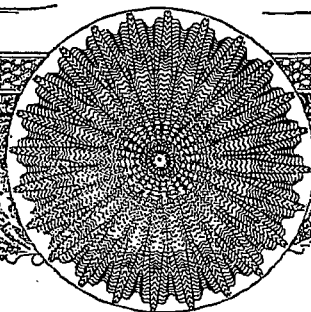
Shares of the above Corporation transferable only on the books of the Corporation  
by the holder hereof in person or by a duly authorized Attorney upon surrender of  
this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009

  
President

  
Secretary







SEE LEGEND ON REVERSE



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Share

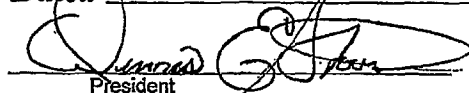
## URANIUM ONE AMERICAS, INC.

~~This Certifies that~~ **URANIUM ONE INVESTMENTS INC.** is the owner of  
\*\*One\*\*

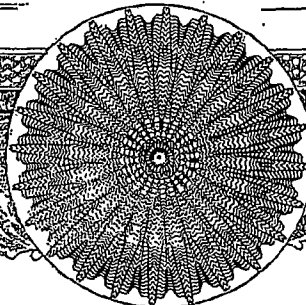
fully paid and non-assessable  
Shares of the above Corporation transferable only on the books of the Corporation  
by the holder hereof in person or by a duly authorized Attorney upon surrender of  
this Certificate properly endorsed.

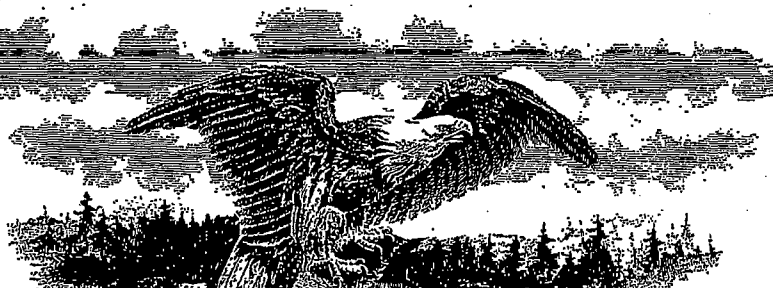
In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009

  
President

  
Secretary





SEE LEGEND ON REVERSE



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

**URANIUM ONE AMERICAS, INC.**

~~This Certificate that~~ **URANIUM ONE INVESTMENTS INC.** is the owner of  
**\*\*Five\*\***

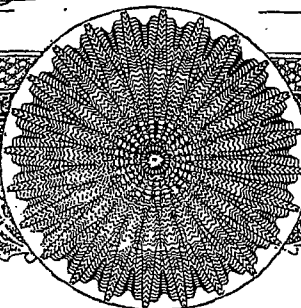
\_\_\_\_\_ fully paid and non-assessable  
Shares of the above Corporation transferable only on the books of the Corporation  
by the holder hereof in person or by a duly authorized Attorney upon surrender of  
this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary





SEE LEGEND ON REVERSE



INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA

Common Shares

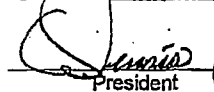
# URANIUM ONE AMERICAS, INC.


~~This Certifies that~~ **URANIUM ONE INVESTMENTS INC.** is the owner of  
\*\*Twenty-Four\*\*

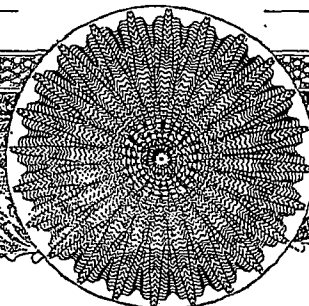
fully paid and non-assessable  
Shares of the above Corporation transferable only on the books of the Corporation  
by the holder hereof in person or by a duly authorized Attorney upon surrender of  
this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed  
by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated October 29, 2009

  
President

  
Secretary





**URANIUM ONE USA, INC.**

**(Articles of Incorporation, Amendments & Merger Certificates)**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "URANIUM ONE USA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1977, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TENNECO OXOCHEM HOLDINGS, INC." TO "TENNECO URANIUM, INC.", FILED THE ELEVENTH DAY OF JUNE, A.D. 1979, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TENNECO URANIUM, INC." TO "TOTAL MINERALS CORPORATION", FILED THE FOURTH DAY OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE SECOND DAY OF JUNE, A.D. 1987, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "TOTAL MINERALS CORPORATION" TO "COGEMA MINING, INC.", FILED THE TENTH DAY OF NOVEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

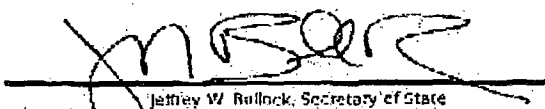
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997, AT 9:05 O'CLOCK A.M.

0840273 8100H

100468139

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7975551

DATE: 05-05-10





CERTIFICATE OF INCORPORATION

OF

Tenneco Oxochem Holdings, Inc.

\* \* \* \* \*

1. The name of the corporation is  
Tenneco Oxochem Holdings, Inc.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of Common stock which the corporation shall have authority to issue is two hundred (200) and the par value of each of such shares is Five Dollars (\$5.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5A. The name and mailing address of each incorporator is as follows:

| <u>NAME</u>   | <u>MAILING ADDRESS</u>                              |
|---------------|---|
| S. S. Simpson | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| W. J. Reif    | 100 West Tenth Street<br>Wilmington, Delaware 19801 |
| R. F. Andrews | 100 West Tenth Street<br>Wilmington, Delaware 19801 |

5B. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

| <u>NAME</u>   | <u>MAILING ADDRESS</u>                                  |
|---------------|---|
| R. H. Marks   | Park 80, Plaza West-1<br>Saddle Brook, New Jersey 07662 |
| F. X. Dwyer   | Park 80, Plaza West-1<br>Saddle Brook, New Jersey 07662 |
| L. W. McCurdy | Park 80, Plaza West-1<br>Saddle Brook, New Jersey 07662 |
| J. Fath       | Park 80, Plaza West-1<br>Saddle Brook, New Jersey 07662 |
| G. S. Flint   | Park 80, Plaza West-1<br>Saddle Brook, New Jersey 07662 |

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the

ON CONTENT 113A

State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 28th day of June, 1977.

  
S. S. Simpson

  
W. J. Reif

  
R. P. Andrews

00004

Emild®

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TENNECO OXOCHEM HOLDINGS, INC.

TENNECO OXOCHEM HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: that the Board of Directors of said Corporation by Unanimous Written Consent dated June 4, 1979, adopted a resolution proposing and declaring advisable the following Amendment to the Certificate of Incorporation:

"RESOLVED, that the Certificate of Incorporation be amended by changing the paragraph thereof numbered "1." so that as amended, said paragraph shall be and read as follows:

"1. The name of the Corporation is TENNECO URANIUM, INC."

SECOND: That the said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock, entitled to vote, by a written Consent given in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware and filed with the Corporation on the 5th day of June, 1979.

THIRD: That the aforesaid Amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of The General Corporation Law of the State of Delaware.

00006

IN WITNESS WHEREOF, said TENNECO OXOCHEM HOLDINGS, INC.  
has caused its corporate seal to be hereunto affixed and this Certificate  
to be signed by M. H. Covey, Vice President and L. R. Spence,  
Secretary, this 5th day of June, 1979.



TENNECO OXOCHEM HOLDINGS, INC.

By

W. H. Covey  
Vice President

ATTEST:

By

L. R. Spence  
Secretary

000007

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TENNECO URANIUM, INC.

*Michael R. Hulse*  
SECRETARY OF STATE

TENNECO URANIUM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by Unanimous Written Consent dated April 30, 1987, adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable, the resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation of the Company be amended by deleting in its entirety paragraph number 1 thereof, and by inserting in lieu thereof the provision hereinafter set forth so that the said paragraph number 1 shall be and read as follows:

"1: The name of the corporation is TOTAL Minerals Corporation."

SECOND: That thereafter, the said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock entitled to vote thereon by a written Consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and filed with the Corporation on the 30th day of April, 1987.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TENNECO URANIUM, INC. has caused this Certificate to be signed by Kirby J. Taylor, Vice President, Chief Financial Officer and Treasurer, and its corporate seal to be hereunto affixed and attested by Karl A. Stewart, as Secretary, this 30th day of April, 1987.

TENNECO URANIUM, INC.

By: *Kirby J. Taylor*  
Kirby J. Taylor, Vice President,  
Chief Financial Officer  
and Treasurer

Attest By: *Karl A. Stewart*

Karl A. Stewart, Secretary



FILED

JUN 2 1987

72715342

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TOTAL Minerals Corporation

TOTAL Minerals Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Company, by Unanimous Written Consent dated May 5, 1987, adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable, the resolution setting forth the proposed amendment is as follows:

"RESOLVED, that the Certificate of Incorporation of the Company be amended by deleting in its entirety paragraph number 1 thereof, and by inserting in lieu thereof the provision hereinafter set forth so that the said paragraph number 1 shall be and read as follows:

"1: The name of the corporation is Total Minerals Corporation."

SECOND: That thereafter, the said Amendment has been consented to and authorized by the holder of all the issued and outstanding stock entitled to vote thereon by a written Consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware and filed with the Corporation on the 5th day of May, 1987.

THIRD: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said TOTAL Minerals Corporation has caused this Certificate to be signed by James J. Graham, President, and its corporate seal to be hereunto affixed and attested by Albert McNeill, as Assistant Secretary, this 5th day of May, 1987.

TOTAL Minerals Corporation

By:

James J. Graham  
James J. Graham  
President

By:

Albert McNeill  
Albert McNeill  
Assistant Secretary

(17652)

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

\*\*\*\*\*

**TOTAL MINERALS CORPORATION**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

**FIRST:** That at a meeting of the Board of Directors of Total Minerals Corporation, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this corporation be amended by changing the paragraph numbered "1" thereof so that as amended, said paragraph shall be and read as follows:

**"The name of the corporation is Cogema Mining, Inc."**

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Total Minerals Corporation has caused this certificate to be signed by Michel Pelissier, its President, and attested by Thomas W. Pennington, its Secretary, this 9<sup>th</sup> day of November, 1993.

By:



President

ATTEST

By:



Secretary

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**COGEMA AMERICAN MINING, INC.**

**INTO**

**COGEMA MINING, INC.**

Pursuant to Section 253  
of the General Corporation Law of the State of Delaware

I. Cogema American Mining, Inc. (the "Corporation"), a corporation incorporated and existing pursuant to the provisions of the General Corporation Law of the State of Delaware (the "Law"), does hereby certify that:

FIRST: The Corporation owns 100 percent of the outstanding shares of each class of stock of Cogema Mining, Inc. ("CMI"), a corporation incorporated and existing pursuant to the provisions of the Law.

SECOND: At a regular meeting held on November 14, 1997, the Board of Directors of the Corporation adopted the following resolutions, which resolutions have not been amended or rescinded and remain in full force and effect:

"WHEREAS, the Corporation is the legal and beneficial owner of 100 percent of the outstanding stock of Cogema Mining, Inc. ("CMI"), a corporation organized and existing under the laws of Delaware; and

WHEREAS, it is desirable and in the best interest of the Corporation that the Corporation merge itself into CMI;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation does merge itself into CMI and shall cause CMI to assume all of the Corporation's liabilities and obligations;

FURTHER RESOLVED, that, as of the Effective Time (as defined in the Certificate of Ownership and Merger), the certificates of stock of the Corporation issued and outstanding automatically shall be deemed exchanged for and converted into shares of CMI without further action;

FURTHER RESOLVED, that the Certificate of Ownership and Merger in the form attached hereto as Attachment A is hereby adopted in order to effect such merger;

FURTHER RESOLVED, that the president or a vice-president and the secretary or an assistant secretary of the Corporation be, and they hereby are, directed to make and execute, under the corporate seal of the Corporation, the Certificate of Ownership and Merger and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the appropriate County Recorder of Deeds in Delaware; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to do all lawful acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect such merger."

THIRD: Pursuant to Section 228(a) of the Law, the stockholders of the Corporation, by unanimous written consent dated as of December 17, 1997, adopted the following resolution, which resolution has not been amended or rescinded and remains in full force and effect:

"WHEREAS, Cogema Resources, Inc. ("CRI") is the legal and beneficial owner of 100 percent of the outstanding stock of Cogema American Mining, Inc. ("CAMI"), a corporation organized and existing under the laws of Delaware; and

WHEREAS, it is desirable and in the best interest of CRI that CAMI merge itself into Cogema Mining, Inc. ("CMI");

NOW, THEREFORE, BE IT RESOLVED, that CRI does hereby consent to and approve the merger of CAMI into CMI in accordance with the Certificate of Ownership and Merger in the form attached hereto as Attachment A.

## II. Description of Merger

### Background

A. Cogema American Mining, Inc. ("CAMI") is a corporation organized and existing under the laws of the State of Delaware.

B. Cogema Mining, Inc. ("CMI") is a corporation organized and existing under the laws of the State of Delaware and is a wholly-owned subsidiary of CAMI.

C. The Board of Directors of CAMI deems it advisable and in the best interests of CAMI and its shareholders that CAMI be merged with and into CMI in the manner set forth herein.

D. The Board of Directors of CAMI has adopted resolutions approving the merger of CAMI with and into CMI (the "Merger") pursuant to the Law.

E. Under Section 253 of the Law, the approval of neither of the Board of Directors or stockholders of CMI is required in connection with the Merger.

#### Terms and Conditions of Merger

### ARTICLE I

1.01 The Merger. At the Effective Time (as hereinafter defined), (a) CAMI shall be merged with and into CMI, which shall be the surviving corporation of the Merger (the "Surviving Corporation"), and (b) the identity and separate existence of CAMI shall cease and all of the rights, privileges, powers, properties and assets of CAMI shall be vested in the Surviving Corporation in accordance with the provisions of the Law. The name of the Surviving Corporation shall be Cogema Mining, Inc.

1.02 Required Filings. CAMI shall cause to be filed the Certificate of Ownership and Merger (the "Certificate") effecting the Merger, as required by the Law, and shall cause the Certificate to be filed in the office of the (a) Secretary of State of the State of Delaware and (b) the appropriate County Recorder of Deeds in Delaware. The Effective Time shall be January 1, 1998.

### ARTICLE II

2.01 Certificate of Incorporation. The Certificate of Incorporation of CMI as in effect immediately prior to the Effective Time shall continue in full force and effect as the Certificate of Incorporation of CMI from and after the Effective Time.

2.02 Bylaws. The Bylaws of CMI as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of CMI from and after the Effective Time.

2.03 Officers and Directors. The officers of CMI at the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of CMI at the Effective Time. The directors of CMI at the Effective Time shall be the directors of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and Bylaws of CMI.

### ARTICLE III

3.01 Terms and Conditions of the Merger. At the Effective Time, the separate existence of CAMI shall cease, the certificates of stock of CAMI issued and outstanding automatically shall be deemed exchanged for and converted into shares of CMI without

further action, and CMI shall succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of CAMI, without further action by either corporation.

3.02 Exchange and Conversion of Shares. At the Effective Time, all of the shares of CAMI issued and outstanding automatically shall be deemed exchanged for and converted into shares of CMI without further action. The stockholder of CAMI may exchange its converted stock certificate for a stock certificate representing its shares of CMI.

III. The Corporation has caused its corporate seal to be affixed and this Certificate of Ownership and Merger to be executed and acknowledged by its duly authorized officers as of December 17, 1997.

COGEMA AMERICAN MINING, INC.,  
a Delaware corporation

By: A. Bonny

Name: Arnold de Bonny

Title: PRESIDENT

Attested: Thomas W. Pennington

Name: THOMAS W. PENNINGTON

Title: SECRETARY

[CORPORATE SEAL]

HH:756733 v4

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
COGEMA MINING, INC.**

Cogema Mining, Inc. (the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

**FIRST:** The Company's original Certificate of Incorporation was filed with the Secretary of State on June 28, 1977 under the name "Tenneco Oxochem Holdings, Inc."


**SECOND:** The following Amended and Restated Certificate of Incorporation was duly proposed by the Company's Board of Directors and adopted by the Company's sole stockholder in accordance with the provisions of Sections 242 and 245 of the General Corporation Law:

1. **Name.** The name of the corporation is Uranium One USA, Inc.
2. **Registered Office and Registered Agent.** The address of the registered office of the corporation in Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801, County of New Castle, and the name of its registered agent at that address is The Corporation Trust Company.
3. **Purposes.** The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
4. **Capital Stock.** The total number of shares that the corporation is authorized to issue is 1,000 shares of common stock, par value \$0.01 per share, all of which shares are designated as common stock.
5. **Bylaws.** The board of directors of the corporation is expressly authorized to adopt, amend or repeal bylaws of the corporation.
6. **Limitation of Directors' Liability; Indemnification.** The personal liability of a director of the corporation to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be eliminated to the fullest extent permitted by law. The corporation is authorized to indemnify (and advance expenses to) its directors and officers to the fullest extent permitted by law. Neither the amendment, modification or repeal of this Article nor the adoption of any provision in this certificate of incorporation inconsistent with this Article shall adversely affect any right or protection of a director or officer of the corporation with respect to any act or omission that occurred prior to the time of such amendment, modification, repeal or adoption.
7. **Elections of Directors.** Elections of directors need not be by written ballot unless the bylaws of the corporation shall so provide.



IN WITNESS WHEREOF, the undersigned has signed this Certificate this 29<sup>th</sup> day of  
January, 2010.

COGEMA MINING, INC.

By:   
Title: John Sibley  
Name: Secretary

**CERTIFICATE OF MERGER**  
**OF**  
**MALAPAI RESOURCES COMPANY**  
(an Arizona corporation)  
**INTO**  
**URANIUM ONE USA, INC.**  
(formerly Cogema Mining, Inc.)  
(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the Delaware General Corporation Law, does hereby certify as follows:

1. The name and state of incorporation of the constituent corporations are as follows:

| <u>Name</u>               | <u>State of Incorporation</u> |
|---------------------------|-------------------------------|
| Uranium One USA, Inc.     | Delaware                      |
| Malapai Resources Company | Arizona                       |

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the disappearing corporation in accordance with Section 10-1103 of the Arizona Business Corporation Act and by the surviving corporation in accordance with Section 252 of the Delaware General Corporation Law.

3. The name of the surviving corporation is Uranium One USA, Inc.

4. The Certificate of Incorporation of Uranium One USA, Inc. shall be the Certificate of Incorporation of the surviving corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation located at 8055 East Tufts Avenue, Suite 500, Denver, Colorado 80237.


6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The authorized capital stock of Malapai Resources Company, an Arizona corporation, is 50,000 shares of common stock.

8. The merger of the disappearing corporation into the surviving corporation shall be effective at 5:00 PM Eastern Time on the day of the filing of this Certificate of Merger.

Dated: February 2, 2010

**URANIUM ONE USA, INC.**  
a Delaware corporation

By:   
Name: John Sibley  
Title: Secretary

**URANIUM ONE INC.**

**(Articles of Incorporation, Amendments & Merger Certificates)**



## Certificate of Amendment

*Canada Business Corporations Act*

## Certificat de modification

*Loi canadienne sur les sociétés par actions*

Uranium One Inc.

Corporate name / Dénomination sociale

636424-1

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Aïssa Aomari

Deputy Director / Directeur adjoint

2010-05-18

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



**Form 4**

**Articles of Amendment**  
*Canada Business Corporations Act*  
(CBCA) (s. 27 or 177)

**Formulaire 4**

**Clauses modificatrices**  
*Loi canadienne sur les sociétés par*  
*actions (LCSA) (art. 27 ou 177)*

1 Corporate name  
Dénomination sociale  
Uranium One Inc.

2 Corporation number  
Numéro de la société  
636424-1

3 The articles are amended as follows  
Les statuts sont modifiés de la façon suivante

The corporation changes the minimum and/or maximum number of directors to:  
Les nombres minimal et/ou maximal d'administrateurs sont modifiés pour :  
Min. 3                      Max. 15

4 Declaration: I certify that I am a director or an officer of the corporation.  
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par  
John M. Sibley  
John M. Sibley  
604-601-5620

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

**Nota :** Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).



Industry Canada

Industrie Canada

**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

Uranium One Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the  
above-named corporation were amended:

Je certifie que les statuts de la société  
susmentionnée ont été modifiés:

- a) under section 13 of the Canada  
Business Corporations Act in  
accordance with the attached notice;
- b) under section 27 of the Canada  
Business Corporations Act as set out in  
the attached articles of amendment  
designating a series of shares;
- c) under section 179 of the Canada  
Business Corporations Act as set out in  
the attached articles of amendment;
- d) under section 191 of the Canada  
Business Corporations Act as set out in  
the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la Loi  
canadienne sur les sociétés par  
actions, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la Loi  
canadienne sur les sociétés par  
actions, tel qu'il est indiqué dans les  
clauses modificatrices ci-jointes  
désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la Loi  
canadienne sur les sociétés par  
actions, tel qu'il est indiqué dans les  
clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la Loi  
canadienne sur les sociétés par  
actions, tel qu'il est indiqué dans les  
clauses de réorganisation ci-jointes;

Richard G. Shaw  
Director - Directeur

May 13, 2009 / le 13 mai 2009

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION  
REPORT

RAPPORT DE LA TRANSACTION  
ÉLECTRONIQUE

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT  
(SECTIONS 27 OR 177)

CLAUSES MODIFICATRICES  
(ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

|   |   |
|---|---|
| 1. Name of Corporation - Dénomination de la société<br>Uranium One Inc. | 2. Corporation No. - N° de la société<br>636424-1 |
|---|---|

3. The articles of the above-named corporation are amended as follows:  
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

The corporation changes the province or territory in Canada where the registered office is situated to British Columbia.

Date Name - Nom  
2009-05-13 JOHN M. SIBLEY

Signature

Capacity of - en qualité  
DIRECTOR

Page 1 of 1

Canada





## Form 4

# Articles of Amendment

(Section 27 or 177 of the Canada Business Corporations Act (CBCA))

### Instructions

**3** Any changes in the articles of the corporation must be made in accordance with section 27 or 177 of the CBCA.

**A:** If an amendment involves a change of corporate name (including the addition of the English or French version of the corporate name), the new name must comply with sections 10 and 12 of the CBCA as well as part 2 of the regulations, and the Articles of Amendment must be accompanied by a Canada-based NUANS® search report dated not more than ninety (90) days prior to the receipt of the articles by Corporations Canada. A numbered name may be assigned under subsection 11(2) of the CBCA without a NUANS® search.

**D:** Any other amendments must correspond to the paragraphs and subparagraphs referenced in the articles being amended. If the space available is insufficient, please attach a schedule to the form.

### 4 Declaration

This form must be signed by a director or an officer of the corporation (subsection 262(2) of the CBCA).

### General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the Privacy Act. However, public disclosure pursuant to section 266 of the CBCA is permitted under the Privacy Act.

If you require more information, please consult our website at [www.corporationscanada.gc.ca](http://www.corporationscanada.gc.ca) or contact us at 813-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at [corporationscanada@ic.gc.ca](mailto:corporationscanada@ic.gc.ca).

### Prescribed Fees

- Corporations Canada Online Filing Centre: \$200
- By mail or fax: \$200 paid by cheque payable to the Receiver General for Canada or by credit card (American Express®, MasterCard® or Visa®).

### Important Reminders

**Changes of registered office address and/or mailing address:**

Complete and file Change of Registered Office Address (Form 3).

**Changes of directors or changes of a director's address:**

Complete and file Changes Regarding Directors (Form 6).

These forms can be filed electronically, by mail or by fax free of charge.

File documents online:

**Corporations Canada Online  
Filing Centre:**  
[www.corporationscanada.gc.ca](http://www.corporationscanada.gc.ca)

Or send documents by mail:

**Director General,  
Corporations Canada  
Jean Edmonds Tower South  
9th Floor  
365 Laurier Ave. West  
Ottawa ON K1A 0C8**

By Facsimile:

**613-941-0999**

### 1 Corporation name

URANIUM ONE INC.

### 2 Corporation number

6 3 6 4 2 4 - 1

### 3 The articles are amended as follows:

(Please note that more than one section can be filled out)

**A:** The corporation changes its name to:

**B:** The corporation changes the province or territory in Canada where the registered office is situated to:  
(Do not indicate the full address)

British Columbia

**C:** The corporation changes the minimum and/or maximum number of directors to:  
(For a fixed number of directors, please indicate the same number in both the minimum and maximum options)

minimum:

maximum:

**D:** Other changes: (e.g., to the classes of shares, to restrictions on share transfers, to restrictions on the businesses of the corporation or to any other provisions that are permitted by the CBCA to be set out in the Articles) Please specify.

### 4 Declaration

I hereby certify that I am a director or an officer of the corporation.

SIGNATURE

John M. Sibley

PRINT NAME

( 604 ) 501-5620

TELEPHONE NUMBER

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 260(1) of the CBCA).



Industry Canada

Industrie Canada

Certificate  
of Amendment

Canada Business  
Corporations Act

Certificat  
de modification

Loi canadienne sur  
les sociétés par actions

Uranium One Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the  
above-named corporation were amended:

Je certifie que les statuts de la société  
susmentionnée ont été modifiés:

- |   |   |
|---|---|
| a) under section 13 of the Canada<br>Business Corporations Act in<br>accordance with the attached notice;   | <input type="checkbox"/> a) en vertu de l'article 13 de la Loi<br>canadienne sur les sociétés par<br>actions, conformément à l'avis ci-joint;   |
| b) under section 27 of the Canada<br>Business Corporations Act as set out in<br>the attached articles of amendment<br>designating a series of shares; | <input type="checkbox"/> b) en vertu de l'article 27 de la Loi<br>canadienne sur les sociétés par<br>actions, tel qu'il est indiqué dans les<br>clauses modificatrices ci-jointes<br>désignant une série d'actions; |
| c) under section 179 of the Canada<br>Business Corporations Act as set out in<br>the attached articles of amendment;                                  | <input checked="" type="checkbox"/> c) en vertu de l'article 179 de la Loi<br>canadienne sur les sociétés par<br>actions, tel qu'il est indiqué dans les<br>clauses modificatrices ci-jointes;                      |
| d) under section 191 of the Canada<br>Business Corporations Act as set out in<br>the attached articles of reorganization;                             | <input type="checkbox"/> d) en vertu de l'article 191 de la Loi<br>canadienne sur les sociétés par<br>actions, tel qu'il est indiqué dans les<br>clauses de réorganisation ci-jointes;                              |

Richard G. Shaw  
Director - Directeur

June 8, 2007 / le 8 juin 2007

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION REPORT RAPPORT DE LA TRANSACTION ÉLECTRONIQUE

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES  
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

|   |   |
|---|---|
| 1. Name of Corporation - Dénomination de la société<br>SXR Uranium One Inc. | 2. Corporation No. - N° de la société<br>636424-1 |
|---|---|

3. The articles of the above-named corporation are amended as follows:  
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

- (a) The name of the Corporation is changed to "Uranium One Inc.";
- (b) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors; and
- (c) Section 2 of Schedule E of the Corporation's Articles of Continuance dated March 17, 2005 is deleted in its entirety and replaced with the following:  
  
"(2) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be nine (9); and".

Date  
2007-06-08

Name - Nom  
JOHN SIBLEY

Signature

Capacity of - en qualité  
AUTHORIZED OFFICER

Page 1 of 1

Canada



Industry Canada

Industrie Canada

Canada Business  
Corporations ActLoi canadienne sur les  
sociétés par actions**FORM 4**  
**ARTICLES OF AMENDMENT**  
**(SECTIONS 27 OR 177)****FORMULAIRE 4**  
**CLAUSES MODIFICATRICES**  
**(ARTICLES 27 OU 177)**

1 -- Name of the Corporation - Dénomination sociale de la société

sxx Uranium One Inc.

2 -- Corporation No. - N° de la société

636424-1

3 -- The articles of the above-named Corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante :

- (a) The name of the Corporation is changed to "Uranium One Inc.";
- (b) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors; and
- (c) Section 2 of Schedule E of the Corporation's Articles of Continuance dated March 17, 2005 is deleted in its entirety and replaced with the following:

"(2) The Corporation shall have a minimum of three (3) and a maximum of twelve (12) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be nine (9); and".

Signature

Printed Name - Nom en lettres moulées

John Sibley

4 -- Capacity of - En qualité de

Executive Vice-President

5 -- Tel. No. - N° de tél.

(604) 643-1737

FOR DEPARTMENTAL USE ONLY - À L'USAGE DU MINISTÈRE SEULEMENT



Industry Canada

Industrie Canada

**Certificate  
of Amendment**

**Canada Business  
Corporations Act**

**Certificat  
de modification**

**Loi canadienne sur  
les sociétés par actions**

SXR Uranium One Inc.

636424-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the  
above-named corporation were amended:

Je certifie que les statuts de la société  
susmentionnée ont été modifiés:

- a) under section 13 of the Canada  
Business Corporations Act in  
accordance with the attached notice;
- b) under section 27 of the Canada  
Business Corporations Act as set out in  
the attached articles of amendment  
designating a series of shares;
- c) under section 179 of the Canada  
Business Corporations Act as set out in  
the attached articles of amendment;
- d) under section 191 of the Canada  
Business Corporations Act as set out in  
the attached articles of reorganization;

- ☐ a) en vertu de l'article 13 de la Loi  
canadienne sur les sociétés par  
actions, conformément à l'avis ci-joint;
- ☐ b) en vertu de l'article 27 de la Loi  
canadienne sur les sociétés par  
actions, tel qu'il est indiqué dans les  
clauses modificatrices ci-jointes  
désignant une série d'actions;
- ☒ c) en vertu de l'article 179 de la Loi  
canadienne sur les sociétés par  
actions, tel qu'il est indiqué dans les  
clauses modificatrices ci-jointes;
- ☐ d) en vertu de l'article 191 de la Loi  
canadienne sur les sociétés par  
actions, tel qu'il est indiqué dans les  
clauses de réorganisation ci-jointes;

Richard G. Shaw  
Director - Directeur

December 6, 2005 / le 6 décembre 2005

Date of Amendment - Date de modification



Industry Canada Industrie Canada

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION  
REPORT ÉLECTRONIQUE

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ARTICLES OF AMENDMENT CLAUSES MODIFICATRICES  
(SECTIONS 27 OR 177) (ARTICLES 27 OU 177)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

|  |   |
|--|---|
| 1. Name of Corporation - Dénomination de la société<br>Southern Cross Resources Inc. | 2. Corporation No. - N° de la société<br>636424-1 |
|--|---|

3. The articles of the above-named corporation are amended as follows:  
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

#### Consolidation of Common Shares

The issued and outstanding common shares of the Corporation are hereby consolidated on the basis of one (1) post-consolidation common share for each five (5) existing common shares of the Corporation. Provided that if the number of common shares held by a shareholder is not evenly divisible by five (5), the number of post-consolidation common shares to be issued to such shareholder shall be rounded up or down to the nearest whole number.

#### Change of Name

The name of the Corporation is hereby changed to "SXR URANIUM ONE INC."

|            |               |           |                          |
|------------|---------------|-----------|--------------------------|
| Date       | Name - Nom    | Signature | Capacity of - en qualité |
| 2005-12-06 | MARK WHEATLEY |           | AUTHORIZED OFFICER       |

Page 1 of 1

Canada



Industry Canada

Industrie Canada

Certificate  
of Continuance

Canada Business  
Corporations Act

Certificat  
de prorogation

Loi canadienne sur  
les sociétés par actions

Southern Cross Resources Inc.

636424-1

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation was continued under section 187 of the Canada Business Corporations Act, as set out in the attached articles of continuance.

Je certifie que la société susmentionnée a été prorogée en vertu de l'article 187 de la Loi canadienne sur les sociétés par actions, tel qu'il est indiqué dans les clauses de prorogation ci-jointes.

\_\_\_\_\_  
Richard G. Shaw  
Director - Directeur

March 17, 2005 / le 17 mars 2005

\_\_\_\_\_  
Date of Continuance - Date de la  
prorogation

Canada



Industry Canada Industrie Canada

Canada Business Loi canadienne sur les  
Corporations Act sociétés par actions

ELECTRONIC TRANSACTION RAPPORT DE LA TRANSACTION  
REPORT ÉLECTRONIQUE

ARTICLES OF  
CONTINUANCE  
(SECTION 187)

CLAUSES DE  
PROROGATION  
(ARTICLE 187)

Processing Type - Mode de traitement: E-Commerce/Commerce-É

|                                       |         |                                   |  |       |
|---------------------------------------|---------|-----------------------------------|--|-------|
| Request Number:<br>Numéro de Demande: | 1811286 | Business No.:<br>N° d'entreprise: | Taxation year-end (MM-DD):<br>Fin de l'année d'imposition (MM-JJ): | 12-31 |
|---------------------------------------|---------|-----------------------------------|--|-------|

1. Name of the Corporation  
Dénomination sociale de la société  
Southern Cross Resources Inc.
2. The province or territory in Canada where the registered office is to be situated  
La province ou le territoire Canada où se situera le siège social  
ON
3. The classes and any maximum number of shares that the corporation is authorized to issue  
Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
The annexed Schedule A is incorporated in this form.  
L'annexe A ci-jointe fait partie intégrante de la présente formule.
4. Restrictions, if any, on share transfers - Restrictions sur le transfert des actions, s'il y a lieu  
The annexed Schedule B is incorporated in this form.  
L'annexe B ci-jointe fait partie intégrante de la présente formule.
5. Number (or minimum and maximum number) of directors  
Nombre (ou nombre minimal et maximal) d'administrateurs  
Minimum: 3 Maximum: 10
6. Restrictions, if any, on business the corporation may carry on  
Limites imposées à l'activité commerciale de la société, s'il y a lieu  
The annexed Schedule C is incorporated in this form.  
L'annexe C ci-jointe fait partie intégrante de la présente formule.
7. (1) If the corporation is changing its name on this continuance, what was the corporation's previous name?  
Si la société change sa dénomination sociale avec cette prorogation, quelle était sa dénomination sociale antérieure?  
Not applicable.  
  
(2) Details of Incorporation - Détails de la constitution  
The annexed Schedule D is incorporated in this form.  
L'annexe D ci-jointe fait partie intégrante de la présente formule.
8. Other provisions, if any - Autres dispositions, s'il y a lieu  
The annexed Schedule E is incorporated in this form.  
L'annexe E ci-jointe fait partie intégrante de la présente formule.

|            |                 |           |                             |
|------------|-----------------|-----------|-----------------------------|
| Date       | Name - Nom      | Signature | Capacity of - en qualité de |
| 2005-03-17 | RONALD FALCONER |           | AUTHORIZED OFFICER          |

Canada



SCHEDULE / ANNEXE A

1. The Corporation is authorized to issue an unlimited number of shares, designated as common shares ("Common Shares").

2. The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

(a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;

(b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the board of directors of the Corporation; and

(c) the holders of the Common Shares shall, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, be entitled to receive the remaining property of the Corporation in the event of liquidation, dissolution or winding-up of the Corporation.

SCHEDULE / ANNEXE B

None.

SCHEDULE / ANNEXE C

None.

SCHEDULE / ANNEXE D

Incorporated under the Business Corporations Act (Ontario) on January 2, 1997 under the name "Southern Cross Resources Inc."

SCHEDULE / ANNEXE E

(1) Subject to the provisions of the Canada Business Corporations Act, as amended or re-enacted from time to time, the directors may, without authorization of the shareholders;

(a) borrow money on the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation; and

(e) by resolution, delegate any or all such powers to a director, a committee of directors or an officer of the Corporation.

(2) The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the precise number to be determined from time to time by resolution of the Board of Directors of the Corporation and, until the precise number is so determined, such number shall be deemed to be seven (7); and

(3) The directors of the Corporation are authorized to appoint one or more directors from time to time, who shall hold office for a term expiring no later than the close of the next annual meeting of shareholders following their appointment, provided that the total number of directors so appointed between annual meetings may not exceed one-third of the number of directors elected at the previous annual meeting.



**Ministry of  
Consumer and  
Commercial Relations**

# CERTIFICATE

This is to certify that these  
articles were effective on

**JANUARY 02**

**Ministère de  
la Consommation  
et du Commerce**

# CERTIFICAT

Ceci certifie que les présents  
status entrent en vigueur le

**JANVIER, 1997.**

Ontario Corporation Number  
Numéro de la société en Ontario.

1215763

*and D. [Signature]*  
Director / Directeur  
Business Corporations Act / Loi de sur les compagnies

|               |                 |                |              |                  |
|---------------|-----------------|----------------|--------------|------------------|
| Trans<br>Code | Line<br>No      | Stat           | Comp<br>Type | Method<br>Incorp |
| <b>A</b>      | <b>0</b>        | <b>0</b>       | <b>A</b>     | <b>3</b>         |
| 18            | 20              | 25             | 29           | 30               |
| Share         | Notice<br>Req'd | Jurisdiction   |              |                  |
| <b>S</b>      | <b>N</b>        | <b>ONTARIO</b> |              |                  |
| 31            | 32              | 33             | 47           |                  |

## ARTICLES OF INCORPORATION STATUTS CONSTITUTIFS

**Form 1  
Business  
Corporations  
Act**

**Formule 1**  
**Loi sur les**  
**sociétés par**  
**actions**

1. The name of the corporation is: **Dénomination sociale de la société :**

[illegible]

- 2. The address of the registered office is:** **Adresse du siège social :**

36 Toronto Street, Suite 1000

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

Toronto, Ontario

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| M | 5 | C | 2 | C | 5 |
|---|---|---|---|---|---|

(Postal Code)  
(Code postal)

City of Toronto

(Name of Municipality, Geographic Township)  
(Nom de la municipalité, du canton géographique)

in the  
ans le/la

Municipality of  
Metropolitan Toronto

(County, District, Regional Municipality)  
(Comté, district, municipalité régionale)

- 3. Number (or minimum and maximum number) of directors is:**

Minimum of Three (3), Maximum of Ten (10).

4. The first director(s) is/are: \_\_\_\_\_ Premier(s) administrateur(s) :

**First name, initials and surname**  
**Prénom, initiales et nom de famille**

Residence address, giving Street &amp; No. or R.R. No., Municipality and Postal Code

**Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal**

**Resident  
Canadian  
State  
Yes or No  
Résident  
canadien  
Oui / Non**

DENNIS H. PETERSON

**YES**

WAYNE G. BEACH

**YES**

OLIVER LENNOX-KING

YES

Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

NONE

6. The classes and any maximum number of shares that the corporation is authorized to issue. Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation shall be authorized to issue an unlimited number of shares designated as "Common Shares".

Beach, Hepburn,  
Barristers & Solicitors,  
Toronto, Ontario

us corporation  
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Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

7 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

The rights, privileges, restrictions and conditions attaching to the Common Shares are as follows:

- (a) the holders of the Common Shares shall be entitled to vote at all meetings of shareholders;
- (b) the holders of the Common Shares shall be entitled to receive dividends as and when declared by the Board of Directors of the Corporation; and
- (c) the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation upon dissolution.

Jeach, Hepburn,  
Barristers & Solicitors,  
Toronto, Ontario

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Form 1  
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Corporations  
Act  
Formule 1  
Loi sur les  
sociétés par  
actions

8. The issue, transfer or ownership of shares ~~is~~ is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est / n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes :

There shall be no restrictions upon the right to transfer any shares of the Corporation.

Seach, Hepburn,  
Barriera & Solicitors,  
Toronto, Ontario

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cen-00 8/1983

9. Other provisions, if any, are:

Autres dispositions, s'il y a lieu :

- (1) The Board of Directors may from time to time, in such amounts and on such terms as it deems expedient;
- (a) borrow money on the credit of the Corporation;
  - (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation;
  - (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

The Board of Directors may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board above to such extent and in such manner as the Board shall determine at the time of each such delegation.

Form 1  
Business  
Corporations  
Act

Formule 1  
Loi sur les  
sociétés par  
actions

10. The names and addresses of the incorporators are: Nom et adresse des fondateurs :

First name, initials and surname or corporate name

Prénom, initiales et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving Street & No. or R.R. No., Municipality and Postal Code

Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité et le code postal

DENNIS H. PETERSON

WAYNE G. BEACH

OLIVER LENNOX-KING

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

(Signatures of Incorporators)  
(Signature des fondateurs)

*Dennis H. Peterson*

DENNIS H. PETERSON

*Wayne G. Beach*

WAYNE G. BEACH

*Oliver Lennox-King*

OLIVER LENNOX-KING

Jeach, Hepburn,  
Barristers & Solicitors,  
Toronto, Ontario

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**BY-LAW NO. 1**

**A BY-LAW RELATING GENERALLY TO THE CONDUCT  
OF THE BUSINESS AND AFFAIRS OF SOUTHERN CROSS RESOURCES INC.  
A CANADIAN FEDERAL CORPORATION**

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## BY-LAW NO. 1

### A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE BUSINESS AND AFFAIRS OF [INSERT COMPANY NAME], A CANADIAN FEDERAL CORPORATION

RESOLVED as a by-law of SOUTHERN CROSS RESOURCES INC. (hereinafter referred to as the "Corporation") as follows:

#### SECTION 1 - DEFINITIONS

##### 1.1 General

In the By-laws of the Corporation, unless the context otherwise requires:

- (1) "Act" means the *Canada Business Corporations Act*, and the regulations thereunder, as from time to time amended, and every statute or regulation (as the case may be) that may be substituted therefor and, in the case of such amendment or substitution, any reference in the by-laws of the Corporation shall be read as referring to the amended or substituted provisions therefor;
- (2) "Articles" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization and articles of revival of the Corporation and includes any amendments thereto;
- (3) "Board" means the board of directors of the Corporation;
- (4) "By-laws" means these by-laws and all other by-laws of the Corporation from time to time in force and effect;
- (5) "Director" means a member of the Board;
- (6) "meeting of shareholders" means annual and special meetings of shareholders.

##### 1.2 Interpretation

In this by-law:

- (1) Other than as specified above, words and expressions defined in the Act, have the same meanings when used herein. Words importing the singular number include the plural and *vice versa*; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his capacity as trustee, executor, administrator or other legal representative.
- (2) The invalidity or unenforceability of any provisions in this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law; and
- (3) The insertion of headings in this by-law are for convenience of reference only and shall not affect its construction or interpretation.

## **SECTION 2 – GENERAL BUSINESS**

### **2.1 Financial Year**

The Board may, by resolution, fix the financial year-end of the Corporation and may from time to time, by resolution, change the financial year-end of the Corporation.

### **2.2 Execution of Instruments**

(1) Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) directors or officers of the Corporation.

(2) In addition, the Board may from time to time authorize any other person or persons to sign any particular instruments.

(3) The secretary, or any other officer or any Director, may sign certificates and similar instruments (other than share certificates) on the Corporation's behalf with respect to any factual matters relating to the Corporation's business and affairs, including, without limitation, certificates verifying copies of the Articles, By-laws, resolutions and minutes of meetings of the Corporation.

(4) The signature of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

### **2.3 Voting Rights in Other Bodies Corporate**

The signing officers of the Corporation under Section 2.2 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the Board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

## **SECTION 3 – MEETINGS OF DIRECTORS**

### **3.1 Quorum**

A quorum of any meeting of Directors is:

- (a) where the Articles set out the number of directors, a majority of that number; or
- (b) where the Articles set out the minimum and maximum number of directors, a majority of the number of directors which then constitutes the Board.

### **3.2 Calling of Meetings**



Meetings of the Board shall be held from time to time at such time and at such place as the Board, the chairperson of the Board, the president or any two Directors may determine. Such meetings shall be called by way of a notice sent by mail, by e-mail, by fax or by any other electronic means or delivered in person to the Directors. The notice of the meeting shall specify the place, the date and the time of such meeting. The notice need specify neither the purpose nor the agenda of the meeting. The Director shall be deemed to have received such notice within the normal time for delivery according to the means of communication used unless there are reasonable grounds for believing that the notice was not received on time or that it was not received at all.

### **3.3 First Meeting of New Board**

As long as a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of shareholders at which such Board is elected.

### **3.4 Chair**

The chairperson of the Board or, if none, or in the chairperson of the Board's absence from a meeting of the Board, the president or, if none, or in the president's absence, a Director chosen by the Directors present shall chair each meeting of the Board.

### **3.5 Votes to Govern**

(1) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question.

(2) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chairperson of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **3.6 Casting Vote**

In case of an equality of votes at a meeting of the Board, the chairperson of the meeting shall be entitled to a second or casting vote.

## **SECTION 4- CHAIRPERSON AND OFFICERS**

### **4.1 Appointment of Chairperson**

The Board may from time to time designate a chairperson of the Board from among the Directors who shall have such powers and duties as are specified from time to time by the Board.

### **4.2 Appointment of Officers**

The Board may from time to time designate the offices of the Corporation and from time to time appoint a president, one or more vice-presidents (to which title may be added words indicating seniority or function), a secretary, a treasurer and such other officers as the Board may determine, including, without limitation, one or more assistants to any of the officers so appointed. One person may hold more

than one office. The Board may specify the duties of and, in accordance with these By-laws and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation.

#### **4.3 President**

The president shall be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and shall have such other powers and duties as the Board may specify.

#### **4.4 Vice-President**

A vice-president shall have such powers and duties as the Board or the chief executive officer may specify.

#### **4.5 Secretary**

The secretary shall attend and be the secretary of all meetings of the Board, shareholders and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; shall give or cause to be given, as and when instructed, all notices to shareholders, Directors, officers, auditors and members of committees of the Board; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the chief executive officer may specify.

The secretary may delegate all or part of the secretary's duties to a nominee from time to time.

#### **4.6 Treasurer**

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the Board whenever required an account of all his transactions as treasurer and of the financial position of the Corporation; and shall have such other powers and duties as the Board or the chief executive officer may specify.

#### **4.7 Powers and Duties of Officers**

The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties which are to be specified only by the Board) the president may specify. The Board and (except as aforesaid) the president may, from time to time, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the chief executive officer otherwise directs.

### **SECTION 5 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **5.1 Limitation of Liability**

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

## **5.2 Indemnity**

- (1) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including, without limitation, an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (2) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.2(1). The individual shall repay the monies if it is determined that he or she did not fulfil the conditions of Section 5.2(3).
- (3) The Corporation shall not indemnify an individual under Section 5.2(1) unless he or she:
  - (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a Director or officer or in a similar capacity at the Corporation's request; and
  - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (4) The Corporation shall also indemnify the individual referred to in Section 5.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

## **5.3 Insurance**

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 5.2(1) as the Board may from time to time determine.

## SECTION 6 - SECURITIES

### 6.1 Enforcement of Lien

(1) In the event that any shareholder (the "Defaulting Shareholder") defaults in the payment of any interest and/or principal due in respect of any indebtedness owing by such shareholder to the Corporation (the "Debt") when the same becomes due and payable and continues in such default for a period of thirty (30) days after notice in writing thereof has been given by the Corporation to such shareholder:

- (a) the Corporation may sell all or any part of the shares then registered in the name of the Defaulting Shareholder (the "Subject Shares"). The terms and manner of the sale shall be at the sole discretion of the Corporation. The proceeds of such sale shall be used and applied firstly to the cost and expense of such sale incurred by the Corporation, including security transfer taxes and legal fees, secondly to reimburse the Corporation for out-of-pocket expenses incurred in connection with the sale, and thirdly for the payment in full of the Debt and other sums due to the Corporation from the Defaulting Shareholder. The balance of the proceeds, if any, shall be paid to the Defaulting Shareholder. If the proceeds of the sale are insufficient to pay the Debt, the Defaulting Shareholder shall remain liable to the Corporation for any such deficiency;
- (b) the Corporation may apply any dividends or other distributions paid or payable on or in respect of the Subject Shares in repayment of the Debt;
- (c) where the Subject Shares are redeemable pursuant to the Articles, the Corporation may redeem all or part of the Subject Shares and apply the redemption price to the Debt;
- (d) the Corporation may refuse to register a transfer of all or part of the Subject Shares until the Debt is paid; and
- (e) in exercising one or more of the rights granted in this by-law, the Corporation shall not prejudice or surrender any other rights of enforcement of its lien which may by law be available to it, or any other remedy available to the Corporation for collection of the Debt, and the Defaulting Shareholder shall remain liable for any deficiency remaining.

## SECTION 7 - DIVIDENDS

### 7.1 Declaration and Payment

Subject to the Act and subject to it being established that the Corporation is or will be able to discharge its liabilities when due and that the realizable value of its assets will not be less than the aggregate of its liabilities and of its stated capital, the Directors may declare and pay dividends to the shareholders according to their respective rights and interests in the Corporation. The Directors shall not, be compelled to make any distribution of the profits of the Corporation; thus they may create a reserve fund for the payment of dividends or set aside such profits in whole or in part in order to keep them as a reserve fund of any kind. Such dividends may be paid in specie, in property or by the issue of fully paid-up securities of the Corporation.

### 7.2 Payment

Unless the holder otherwise indicates, a dividend payable in specie shall be paid by cheque to the order of the registered holder of the securities of the class in respect of which a dividend has been declared and shall be delivered or mailed by prepaid ordinary mail to such registered holder to or at the address appearing at that time in the registers of the Corporation. In the case of joint holders, unless such joint holders otherwise direct, the cheque shall be made payable to the order of all of such joint holders and be delivered or mailed to them to or at the address of one (1) of them appearing at that time in the registers of the Corporation. The mailing of such cheque as aforesaid, unless the same is not paid upon due presentation, shall satisfy all claims and discharge the Corporation of its liability for the dividend to the extent of the amount of the cheque. In the event of non-receipt of the dividend cheque by the person to whom it was delivered or mailed as aforesaid, the Corporation shall issue to such person a replacement cheque for the same amount on such terms as determined by the directors.

### **7.3 Set-Off**

The Directors, in their discretion, may apply, in whole or in part, any amount of dividend declared payable to a shareholder to set off any debt owed by the shareholder to the Corporation.

## **SECTION 8 – MEETINGS OF SHAREHOLDERS**

### **8.1 Chairperson, Secretary and Scrutineers**

The chairperson of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chairperson of the Board; president; or a vice-president who is a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by resolution or by the chairperson with the consent of the meeting.

### **8.2 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of the shareholders shall be those entitled to attend or vote at the meeting, the Directors, auditor, legal counsel of the Corporation and others who, although not entitled to attend or vote, are entitled or required under any provision of the Act, the Articles, or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

### **8.3 Quorum**

A quorum for the transaction of business at any meeting of shareholders shall be two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder for or representative of such a shareholder and together holding or representing in the aggregate not less than 5% of the outstanding shares of the Corporation entitled to be voted at the meeting. If a quorum is not present at the opening of a meeting of shareholders, the shareholders present may adjourn the meeting to a fixed time and place, and at the adjourned meeting a quorum will be those individuals present.

### **8.4 Right to Vote**

Whenever a vote by a show of hands has been taken upon a question, every person present and entitled to vote has one vote. Unless a ballot is demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting is *prima facie* evidence of the fact, without proof of the number or proportion of the votes recorded in respect of the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

Upon a ballot, each shareholder who is present or represented by proxy is entitled, in respect of the shares which the shareholder is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles in respect of those shares.

#### **8.5 Votes to Govern**

At any meeting of shareholders, every question shall, unless otherwise required by the Articles and By-laws, be determined by a majority of the votes cast on the question.

#### **8.6 Casting Vote**

In case of an equality of votes at any meeting of shareholders either on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.

#### **8.7 Adjournment**

Subject to the Act, the chairperson at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

#### **8.8 Meetings by Telephone, Electronic or Other Communication Facility**

The directors of the Corporation who call a meeting of shareholders pursuant to the Act may determine that the meeting shall be held, to the extent and in the manner permitted by law, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **SECTION 9 – NOTICES**

#### **9.1 Notice to Joint Shareholders**

If two or more persons are registered as joint holders of any share, any notice may be addressed to all such joint holders, but notice addressed to one of those persons shall be sufficient notice to all of them.

#### **9.2 Computation of Time**

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a non-business day, the period shall end at midnight on the day next following that is not a non-business day.

### 9.3 Omissions and Errors

The accidental omission to give any notice to any shareholder, Director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

## SECTION 10 – EFFECTIVE DATE

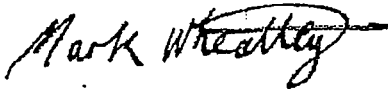
### 10.1 Effective Date

These By-laws shall come into force on the date of issue of a certificate of continuance continuing the Corporation under the Act.

### 10.2 Repeal

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the shareholders or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

MADE by the directors of the Corporation the 29<sup>th</sup> day of April, 2004.



\_\_\_\_\_  
Chief Executive Officer



\_\_\_\_\_  
Secretary

CONFIRMED by shareholders of the Corporation the 9<sup>th</sup> day of June, 2004.

*Mark Wheatley*

\_\_\_\_\_  
Chief Executive Officer

*Don Falconer*

\_\_\_\_\_  
Secretary



**EXHIBIT 9**

**to**

**Notice of Change of Control  
and Ownership Information**

**ARMZ Annual Report and Combined and  
Consolidated Financial Statement**



**Approved**

by the Annual General Shareholders  
Meeting of OJSC Atomredmetzoloto  
on June 30, 2009  
(minutes No. 2)

**2008 ANNUAL REPORT  
OF OJSC ATOMREDMETZOLOTO**

**Moscow, 2009**

Present 2008 Annual Report was approved by the decision of the Board of Directors of OJSC Atomredmetzoloto on May 29, 2009 No. 28.

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## **1. Preamble (Liability Disclaimer)**

*This annual report (the "Annual Report") was prepared on the basis of information available to the Open Joint-Stock Company Atomredmetzoloto ("Atomredmetzoloto", "Company", "ARMZ", "ARMZ Uranium Holding Co., "Holding") as of the date of its preparation.*

*For the purposes of this Annual Report the Company used the GRI Sustainability Reporting Guidelines.*

*This Annual Report contains forward-looking statements. Such words as "believes", "expects", "anticipates", "intends", "plans" and similar words reflect current forecasts and opinions of the Company's management regarding the future results. The forward-looking statements necessarily involve risks and uncertainties of both general and specific nature. There is always a risk that projections, forecasts, plans and other forward-looking statements will not materialize. It should be taken into account that due to a whole number of material events the actual results may substantially differ from the planned or target results, expected results, estimates and intentions described in the forward-looking statements.*

*The financial information in this Annual Report is derived from the Company's accounting balance sheet prepared under the Russian statutory accounting rules and does not contain information from the consolidated financial statements.*

## 2. Address of the Senior Executives

Dear Shareholders, Ladies and Gentlemen!

This document contains the annual report of OJSC Atomredmetzoloto – the authorized company of the State Nuclear Power Corporation Rosatom for mining of natural uranium. Last year played an extremely important role in the development of ARMZ, and the report on our operations in 2008 is a true chronicle of a crucial period in the formation of a world class Russian uranium mining company. The contents of this report were widely discussed with the representatives of our parent companies – State Corporation Rosatom and OJSC Atomenergoprom, and the information in this Annual Report was communicated to the companies of the civilian complex of the Russian nuclear industry and will, undoubtedly, help in the development of a common position by the companies of nuclear power industry complex with respect to the most important matters of its development.

Development of uranium mining for the nuclear industry is especially important, since uranium is the basis, the foundation of the entire nuclear fuel cycle.

At a meeting held last July in Elektrostal which was devoted to the nuclear industry development, the Chairman of the Government of the Russian Federation Vladimir V. Putin specifically noted that Russia has a substantial potential in the uranium area and that its efficient use is a priority.

Consistently working towards the goal of national importance formulated for ARMZ – that is, to satisfy the growing needs of the Russian nuclear industry in raw materials, we have achieved, within a short period of time, a meaningful success in the development of uranium mining and uranium resource base.

In 2008, the uranium mining companies of ARMZ Uranium Holding Co. substantially increased their uranium production: in 2008 the production was ramped up to 3,687 tons as compared to 3,527 tons in 2007 (a growth of 4.5%), thus allowing the company to become one of the five leading uranium miners worldwide. In 2006-2008, ARMZ uranium production growth rate exceeded 15%. In the long run, the Company plans to increase severalfold the uranium output of its Russian and foreign subsidiaries and to establish itself among the world's three largest uranium mining corporations in 10-15 years time.

The Company has more than enough grounds for optimism: today, in terms of uranium reserves Atomredmetzoloto ranks second worldwide following the mining giant BHP Billiton. The Company mines uranium by all methods known to man, it has all necessary equipment, technology and excellent highly qualified human resources.

It goes without saying that the Company's successes in uranium mining and development of the uranium resources are due to its coordinated work with the State Corporation Rosatom and OJSC Atomenergoprom and their constant support.

Competitiveness of ARMZ and its stable position in the international market are driven by a number of factors, the most important of which include high demand for ARMZ' products in the international uranium market guaranteed by current and future requirements of the world nuclear power industry; stable domestic demand which ensures implementation of export program of Russian low-enriched uranium and fuel assemblies; positive balance structure and satisfactory financial results of the Holding.

In view of the financial crisis the Company has taken a more active approach to decreasing the production and management costs of its mining operations, improving its performance by implementation of state-of-the-art technologies and materials, and introduction of advanced mining equipment. All these measures are intended to decrease the Company's production costs.

ARMZ continues to pursue innovation activities, especially in the uranium mining technologies, using the expertise of the leading international engineering companies.

In 2008 and early 2009, the Company carried on with an active policy of diversification of its uranium resources with a focus on acquisition of quality assets abroad. In particular, in early 2009 ARMZ acquired Effective Energy N.V., a company which owns assets in Kazakhstan (LLP Karatau and JSC JV Akbastau). The Company formed uranium exploration and mining joint ventures in Namibia, Canada and Armenia.

The Company plans to become one of the three leading uranium mining companies worldwide by 2025 by ways of commissioning new uranium mining operations the biggest of which will be Elkon Mining Works. The investment program for this period provides for billions of dollars of investments, and most of the financing is expected to come from strategic investors.

The Company is actively negotiating with foreign strategic investors their potential involvement in the development of the Elkon uranium ore deposit in Yakutia and uranium deposits in the Trans-Baikal Territory. To fund the development of design and estimate documents for the Elkon mine and the creation of much needed infrastructure, the Company sought governmental support as part of the Comprehensive Development of the South Yakutia Project which in 2008 was included in the list of investment projects to be financed from the Investment Fund of the Russian Federation.

By the end of 2008, the Company generally completed formation of the production and infrastructure contour of the Uranium Holding ARMZ: the Holding now includes not only the Russian uranium mining operations, but also international management, service companies and uranium exploration and mining joint ventures.

The Company continues to systematically work towards promoting itself in the international market. In 2008, ARMZ Uranium Holding Co. joined a prestigious World Nuclear Association, thereby securing its say at the most important international uranium and nuclear forums. In this framework, the company had held negotiations with potential partners in uranium business which have already brought tangible results.

The Company's achievements were deservedly marked with various awards and accolades. At the fourth international mining and geological forum MINEX 2008 the Company was recognized as Russia's best mining company of the year.

Summarizing the results of a difficult year rich in events one may firmly say: ARMZ Uranium Holding Co. looks into the future with confidence, the company clearly sees its goals, objectives and ways to achieve them, and is prepared to work hard towards new accomplishments.

V.V.Travin

Chairman of the Board of Directors

OJSC Atomredmetzoloto

V.L. Zhivov

Director General

OJSC Atomredmetzoloto

### **3. About the Company**

#### **3.1. Our History**

Atomredmetzoloto (ARMZ) State Concern was formed in 1992 through transformation of the former First Chief Directorate of the Ministry of Medium-Weight Machine & Tool Building (MinSredMash) and operated within the framework of the Ministry of Atomic Energy of the Russian Federation. The Concern was a management company of mining and processing enterprises located in six independent states of the former Soviet Union – Russia, Ukraine, Uzbekistan, Kazakhstan, Tajikistan and Kyrgyzstan. State Concern Atomredmetzoloto was involved in exploration, mining and processing of uranium and gold ores as well as rare element ores. In addition, the Concern was commissioned to design and construct mining facilities, ore processing and machine engineering plants.

In 1995, pursuant to Decree 721 of the President of the Russian Federation dated July 01, 1992 On Organizational Measures for Transformation of State Enterprises, Voluntary Associations of State Enterprises into Joint-Stock Companies, Atomredmetzoloto State Concern was transformed into an open joint-stock company, and in 1999, in connection with the amendment of the joint-stock company laws, was re-registered as OJSC Atomredmetzoloto. By that time, management of CIS-based companies had been transferred to national companies, while management of the Russian companies passed to OJSC TVEL.

The renaissance of OJSC Atomredmetzoloto began in 2007. Due to the restructuring of the nuclear power industry complex of the Russian Federation as stipulated by Decree 556 of the President of the Russian Federation dated April 27, 2007 On Restructuring of the Nuclear Power Industry Complex, an integrated company OJSC Atomenergoprom was established which consolidated the civilian assets of the nuclear industry. On August 08, 2007 OJSC Atomenergoprom became the owner of 100% of Atomredmetzoloto's stock.

To preserve and develop scientific and production competencies of the Russian nuclear industry and to strengthen Russia's competitiveness in the world market of nuclear fuel cycle goods and services, a decision was made to consolidate all assets employed to mine uranium, rare-earth metals, as well as other natural resources, within Atomredmetzoloto. In furtherance of this decision, in 2007–2008 the domestic uranium mining enterprises and Kazakh uranium exploration and mining joint ventures were consolidated under the management of Atomredmetzoloto. In addition, licenses for subsoil use in stand-by uranium deposits, including the deposits of the major Elkon uranium ore province, were re-issued to Atomredmetzoloto.

Upon completion in July 2008 of all key organizational steps, Atomredmetzoloto assumed all functions related to providing for all domestic and international raw materials requirements of the Russian nuclear industry and became one of the leading international uranium mining corporations.

In mid 2008, with a view to having the Company's name conform to its key areas of business, a decision was made to rename the Company as ARMZ Uranium Holding Co.



### **3.2. Mission Statement and Development Strategy**

**Mission Statement** – We promote economic and social development of the society, preservation of environment, growth of well-being and energy security of Russia via satisfaction of feedstock requirements of the developing Russian nuclear industry and building-up of its export potential.

#### **Development Strategy**

ARMZ Uranium Holding Co.'s strategic goal is to secure uranium feedstock supply to the State Nuclear Power Corporation Rosatom in Russia and abroad and to attain world leadership in uranium mining via building a highly diversified and one of the most efficient uranium mining corporations.

Within the next 10-15 years ARMZ is planning to increase severalfold its uranium output and thus become one of the world's three biggest uranium mining corporations.

As the Company has been authorized and commissioned by the State Corporation Rosatom to supply the Russian nuclear industry with natural uranium, two key factors determine its development strategy:

- State policy documents and intergovernmental accords which determine the overall conditions of the Company's development both in the domestic and international markets;
- Development of the international natural uranium market which determines the Company's strategies in the international market in general.

Below is the list of key State policy documents, resolutions and international treaties which guide the strategy of ARMZ Uranium Holding Co.:

- Decree of the Government of the Russian Federation of September 20, 2008 No. 705 On the Activity Program of the State Nuclear Power Corporation Rosatom in the Long Term (2009-2015).
- Resolution of the Government Commission for Fuel and Energy Complex and Replenishment of the Mineral Resource Base dated May 23, 2006.
- Joint Action Plan of the Ministry of Natural Resources of Russia, Federal Agency for Subsoil Resources (Rosnedra), and Rosatom on the mineral resource base formation and uranium deposit development in the medium term dated July 31, 2006.
- Analytical Industry Program Development of Technologies of Mining and Production of Natural Uranium in 2008-2010 (Uranium of Russia Program).
- Russian-Kazakh Comprehensive Program of Cooperation in the Peaceful Use of Nuclear Power dated December 07, 2006.
- Minutes of the meeting regarding status and development prospects of OJSC PPGHO dated May 31, 2007, as approved by the General Director of the State Corporation Rosatom S.V. Kirienko on July 10, 2007.
- Order 302 of the Chairman of the Government of the Russian Federation dated March 10, 2009 on approval of a passport of the comprehensive investment project Development of the Project Documents for Implementation of the

## Comprehensive Development of the South Yakutia Investment Project.

- Letter of Intent with respect to cooperation between the nuclear power energy companies signed by the State Corporation Rosatom and SC Ukratomprom dated June 4, 2007.
- Minutes 4 of the meeting of the Sub-Commission for matters of nuclear power industry and nuclear materials of the Committee for Economic Cooperation of the Ukrainian-Russian Inter-Governmental Commission dated October 26, 2008, Moscow.
- Protocol on Development of Cooperation in Geological Exploration, Mining and Processing of Uranium Ores signed on April 13, 2007 by the State Corporation Rosatom and the Ministry of Industry and Trade of Mongolia.
- Joint Action Plan on Implementation of the Protocol on Cooperation between the State Corporation Rosatom and the Ministry of Industry and Trade of Mongolia in Geological Exploration, Mining and Processing of Uranium Ores and Associated Minerals dated April 11, 2008.
- Memorandum between the State Corporation Rosatom and the Ministry of Environment of the Republic of Armenia on Development of Cooperation in Geological Exploration, Mining and Processing of Uranium Ores dated February 08, 2008.
- Minutes of the tenth meeting of the Inter-Governmental Commission for Economic Cooperation between the Russian Federation and the Republic of Armenia.
- Minutes of the third meeting of the Inter-Governmental Russian-Namibian Commission for Trade and Economic Cooperation dated November 27, 2008, Swakopmund.

On the basis of the above mentioned documents and its vision of the future business development the Company's management has identified three fundamental goals of the long-term development of the Company:

- Energy security of Russia in terms of procuring independent mining of natural uranium in the Russian deposits.
- Strengthening of the role in the international market due to competitive supply of derivative natural uranium products (nuclear fuel and enriched uranium products), guaranteed fuel supply for reactors built with involvement of Russian companies.
- ARMZ' leadership in the international natural uranium market in all elements of the value chain: in terms of reserves with low cost of recovery, in terms of mining technologies and efficiency of mining, in terms of share of the world natural uranium market.

### Strategic Areas of Business:

- Increase of uranium output of the active enterprises and enterprises under construction in Russia.
- Construction of new uranium mining companies in Yakutia and Transbaikalia with participation of investors.
- Development of uranium mining in Kazakhstan through joint ventures.
- Development of uranium mining in the CIS and other countries jointly with partners and financial and investment companies.

- Building-up of engineering and scientific potential through exchange of experience, research and development work and support to innovative projects in uranium mining.

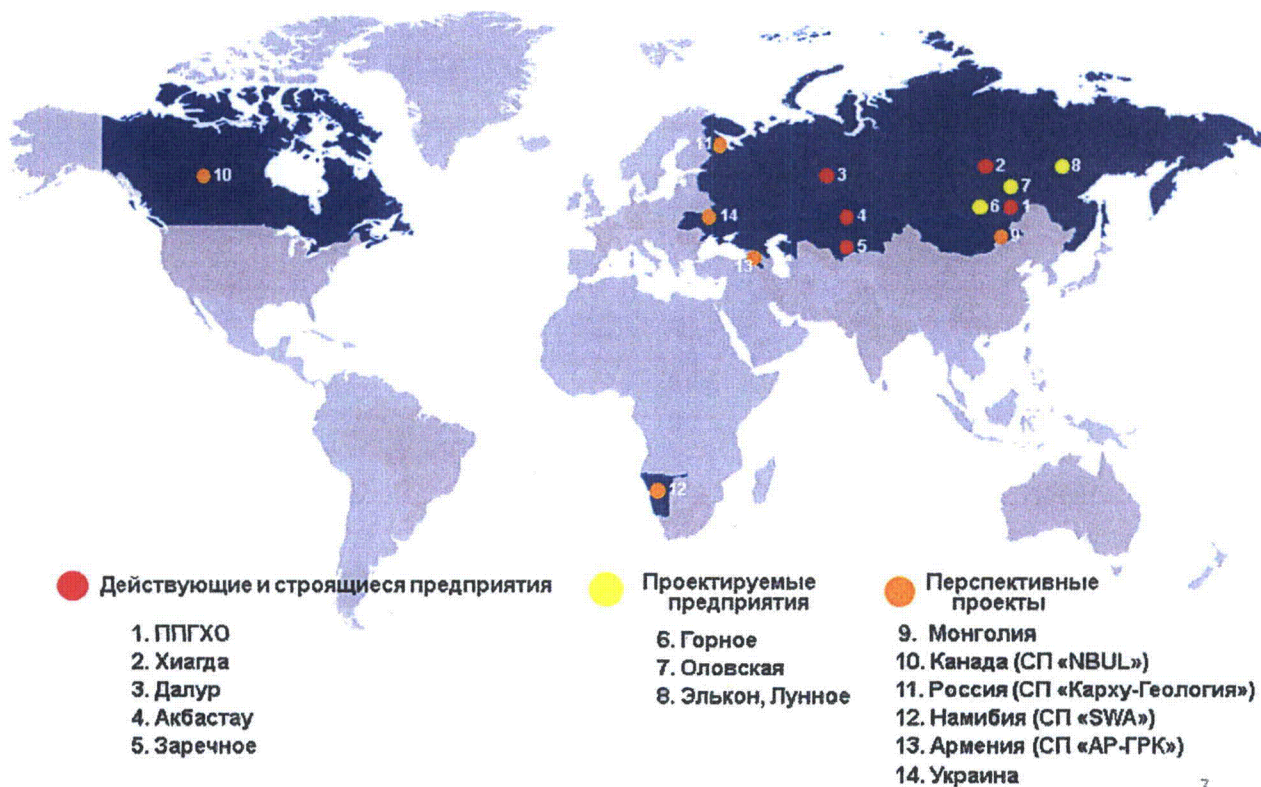
#### Fundamental Approaches to Strategy Implementation:

- Increase operating efficiency.
- Create mechanisms of market financing of construction and development of enterprises through attracting strategic and portfolio investors.
- Use financing of the Investment Fund of the Russian Federation to create infrastructure in the area of construction of enterprises and to conduct design work on the basis of public-private partnership.
- Build geological exploration, drilling and other service companies.
- Move to a qualitatively new level of design and research and development work, including via use of the leading international engineering companies to conduct feasibility study of the projects.
- Implement international standards of corporate governance, financial reporting and corporate social responsibility.
- Prepare and further develop human resources in the uranium mining industry.

### **3.3. Structure, Location (map, figure)**

Corporate structure of the Uranium Holding ARMZ includes the following key areas:

- mining of natural uranium (operational enterprises and enterprises under construction);
- development of new deposits (enterprises under design);
- projects involving geological exploration of new natural uranium deposits (prospective projects);
- management companies and ancillary (service) operations



| Operational and under Construction Facilities | Planned Facilities | Potential Projects             |
|---|--------------------|--------------------------------|
| 1. PPGHO                                      | 6. Gornoye         | 9. Mongolia                    |
| 2. Khiagda                                    | 7. Olovskoe        | 10. Canada (JV NBUL)           |
| 3. Dalur                                      | 8. Elkon, Lunnoye  | 11. Russia (JV Karkhu-Geology) |
| 4. Akbastau                                   |                    | 12. Namibia (JV SWA)           |
| 5. Zarechnoye                                 |                    | 13. Armenia (JV AR-GRK)        |
|   |                    | 14. Ukraine                    |

Operational and under construction uranium mining facilities of the Company are located in Russia – OJSC PPGHO, CJSC Dalur, OJSC Khiagda – and in Kazakhstan – JSC JV Zarechnoye, JSC JV Akbastau.

Planned facilities of the Uranium Holding ARMZ are located in Russia – JSC Elkon GMK, CJSC Lunnoye, CJSC Olovskaya GHK, CJSC UDK Gornoye.

Potential projects are located in Russia (LLC Karkhu-Geology), Canada (JV NBUL), Namibia (JV SWA Uranium Mines), and Armenia (JV AR-GRK). The Company is also considering potential development of uranium exploration and mining in Mongolia and Ukraine.

The structure of the Uranium Holding ARMZ is shown in the figure below.



## Структура Уранового холдинга «АРМЗ»

| Действующие и строящиеся уранодобывающие предприятия в России | Проектируемые уранодобывающие предприятия в России | Совместные предприятия в странах СНГ | Совместные геологоразведочные и неурановые проекты | Управляющие и сервисные компании |
|---|--|--------------------------------------|--|----------------------------------|
| ПФХО  | Элькон   | СП Заречное (Казахстан)              | Карху Геология (Россия)                            | УГРК                             |
| Далур   | Лунное   | СП Акбастау (Казахстан)              | NBUL (Канада)                                      | ЕСК                              |
| Хиагда  | Горное   | АРГК (Армения)                       | Runex/SWA Uranium (Намибия)                        | КРЮЯ                             |
|   | Оловская   |                                      | Итманово/Геостар                                   | Русбурмаш                        |
|   |  |                                      |  | РБМ-Казахстан                    |

Uranium Holding ARMZ Structure

| Operational and Under Construction Uranium Facilities in Russia | Planned Uranium Facilities in Russia | Joint Ventures in CIS      | Joint Exploration Venture   | Management and Service Companies |
|---|--------------------------------------|----------------------------|-----------------------------|----------------------------------|
| PPGHO   | Elkon                                | JV Zarechnoye (Kazakhstan) | Karkhu Geology (Russian)    | UGRK                             |
| Dalur   | Lunnoye                              | JV Akbastau (Kazakhstan)   | NBUL (Canada)               | ESK                              |
| Khiagda   | Gornoye                              | ARGK (Armenia)             | Runex/SWA Uranium (Namibia) | KRUYA                            |
|   | Olovskaya                            |                            | Itmanono/Geostar            | Rusburmash                       |
|   |                                      |                            |                             | RBM-Kazakhstan                   |

## 4. Calendar of Key Events in 2008 and Q1 2009

### January

- The Company launches geological exploration in Budenovskoye deposit, the biggest deposit in Kazakhstan (JSC JV Akbastau).

### February

- The first public offering of bonds by a Russian uranium mining company (CJSC Dalur).

### March

- The State Corporation Rosatom and Department for Nuclear Power of Mongolia sign a Cooperation Agreement in Nuclear Power and Uranium Mining (ARMZ is the principal contractor on the Russian side).

- Launch of a pilot uranium and gold ore project Lunnoye (South Yakutia) with an external investor, key investors financing terms are identified (OJSC Zoloto Seligdara and OJSC Seligdar).
- The processing complex of the Zapadny site in the Dalmatovskoye deposit is commissioned (CJSC Dalur).
- A joint venture with a major uranium producer Cameco, a Canadian company, to conduct uranium exploration operations in Canada is established (Northern Basins Uranium Ltd.).

#### **April**

- Permanent Conditions Feasibility Study for Khiagdinskoye deposit is approved by the State Reserves Committee of the Russian Federation.
- Licenses for subsoil use in 10 deposits in Transbaikalia and South Yakutia are issued to OJSC Atomredmetzoloto.

#### **June**

- Licenses for subsoil use in 5 deposits in the Republic of Buryatia are issued to OJSC Atomredmetzoloto.

#### **July**

- A joint venture with the Ministry of Energy and Natural Resources of Armenia to conduct uranium exploration and mining in Armenia is established.
- A joint venture with VTB Capital Namibia and IC Arlan to conduct uranium exploration in Namibia is established.
- A joint venture with Cameco, a Canadian company, to conduct uranium exploration operations in the Russian Federation is established (LLC Karkhu Geology).
- The Government of the Republic of Sakha (Yakutia) and CJSC Elkon GMK sign an Agreement on Cooperation in the Social and Economic Development of the Republic of Sakha (Yakutia).
- Consolidation of uranium mining enterprises in Russia is completed: shares of OJSC PPGHO, OJSC Khiagda and CJSC Dalur were contributed to the charter capital of OJSC Atomredmetzoloto.

#### **August**

- Reserves report of the Khiagdinskoye deposit (detailed exploration) is approved by the State Reserves Committee.
- 2<sup>nd</sup> phase of the concentrating mill of OJSC PPGHO is commissioned.

#### **September**

- Memorandum of Understanding on Strategic Cooperation in Uranium Deposit Development is signed with the Korean Consortium.
- Gazprombank establishes a credit facility limit for the Uranium Holding ARMZ at RUR 14.7 billion.

**October**

- Atomredmetzoloto is recognized the best mining company of 2008 at the fourth international mining and geological forum MINEX 2008.
- Construction of a bridge over the Vitim River (OJSC Khiagda) begins.

**November**

- Uranium Holding ARMZ is awarded a Certificate of Honor for Excellence in Finance Management – 2008 at the World Experience and Russian Economy International Forum.
- The second International Symposium "Uranium: Resources and Mining" is conducted jointly with the Ministry of Natural Resources of Russia.

**December**

- OJSC PPGHO finishes construction of the sulfuric acid plant.

**January 2009**

- Atomredmetzoloto's shareholders pass a resolution to increase the charter capital of the company through issuance of additional shares of the companies in favor of the State Corporation Rosatom. Supervisory Board of the State Corporation Rosatom passes a resolution to take an equity stake in Atomredmetzoloto.

**March 2009**

- The authorized governmental authorities of the Republic of Kazakhstan approve the acquisition by Atomredmetzoloto of 100% of shares of Effective Energy N.V. (Netherlands) which owns uranium mining assets in Kazakhstan and Atomredmetzoloto closes the transaction.
- Chairman of the Government of the Russian Federation V.V. Putin by Order dated March 10, 2009 No. 302-r approves passport of the comprehensive investment project Development of the Project Documents for Implementation of the Comprehensive Development of the South Yakutia Investment Project.



## 5. Industry Position

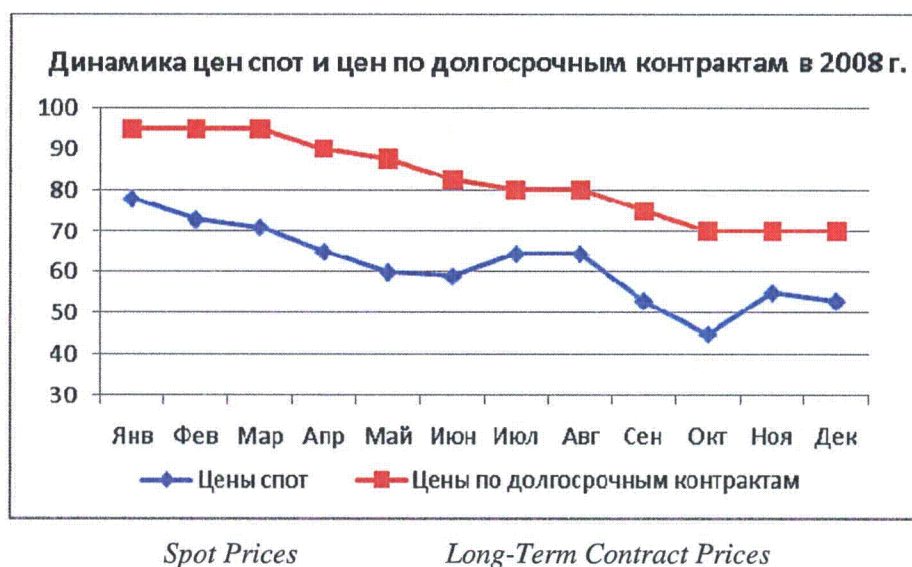
### 5.1. Natural Uranium Market in 2008

The development of the world natural uranium market in 2008 was affected by the financial and economic crisis and declining prices of the uranium products. One of the primary reasons of the price decline was a drastic increase of uranium supply due to entry to the market of non-traditional sellers – hedge and investment funds. As a result in 2008 prices of short-term contracts (spot prices) for uranium concentrate  $U_3O_8$  declined by 32% (Fig. 5.1.).

Decrease of spot prices drives increasing purchases of natural uranium as a result of which their aggregate volume in 2008 reached 12,700 tons – the highest level since 1987 when UxC started its statistic monitoring of the market.

Prices under long-term contracts which account for 90% of the market have also decreased (by 27%), however, they remained at a fairly high level – 70 \$/pound of  $U_3O_8$  due to high production costs.

#### Spot and Long-Term Prices Dynamics in 2008



Source: UxC Consulting

Figure 5.1. Dynamics of the World Uranium Prices Under Spot and Long-Term Contracts.

The world reactor uranium requirements in 2008 amounted to 64,600 tons. The prospects of growth of demand for natural uranium remain stable taking into account major plans of NPP construction in some of the countries (Russia, China, India, Japan, South Korea etc.). The key consumer countries in 2008 were the following: USA – 30% of the world consumption, France – 16%, Japan – 12%, Russia, Germany, South Korea – 5% each.

The world recoverable uranium reserves as of January 01, 2007, according to IAEA (Uranium 2007 Resources, Production and Demand), of the price category of 130 \$/kg or less amount to 5,468,800 tons (Fig. 5.2). In terms of recoverable reserves Russia ranks third in the world, after Australia and Kazakhstan.





Source: Uranium 2007: Resources, Production and Demand

Australia  
Kazakhstan  
Russia  
RSA  
Canada  
USA  
Brazil  
Namibia  
Niger  
Ukraine  
Other countries

Figure 5.2 Distribution of Recoverable Uranium Reserves by Countries.

BHP Billiton is the leader among the uranium mining companies in terms of uranium reserves. By uranium reserves, ARMZ ranks second (Fig. 5.3.).

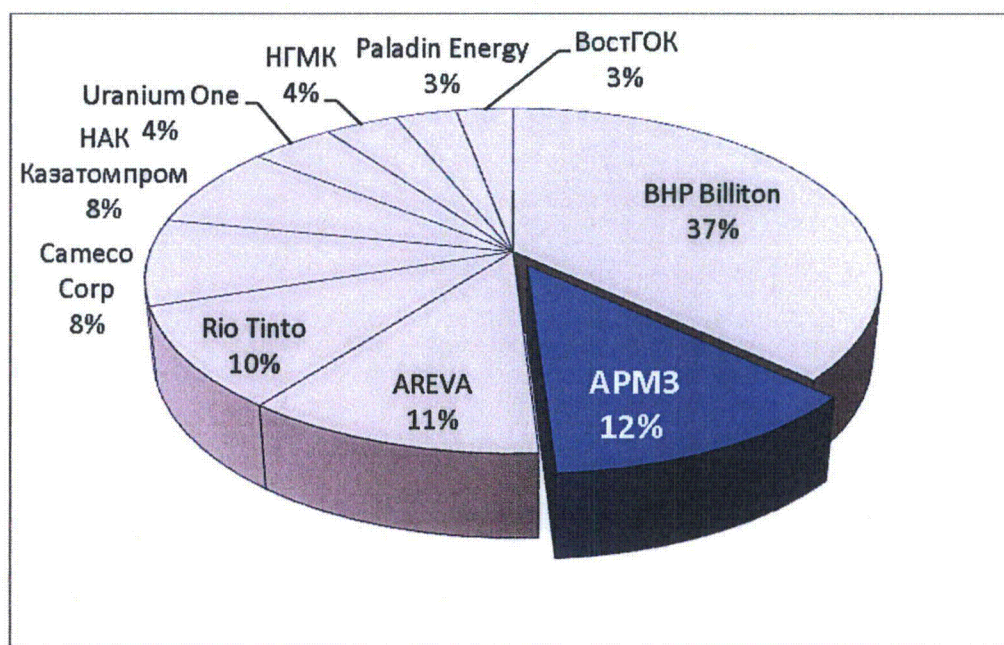


Figure 5.3. Distribution of Uranium Reserves by Major Uranium Mining Companies.

In 2008 the world natural uranium production amounted to 43,491 tons, with 93% of the output accounted for by the total of 8 countries (Table 5.1).

Table 5.1

| World Uranium Production in 2008, tons |               |                           |
|--|---------------|---------------------------|
| Country                                | 2008          | % of the world production |
| Canada                                 | 9,000         | 20.7                      |
| Kazakhstan                             | 8,521         | 19.6                      |
| Australia                              | 8,430         | 19.4                      |
| Namibia                                | 4,352         | 10.0                      |
| Russia                                 | 3,521         | 8.1                       |
| Niger                                  | 2,923         | 6.7                       |
| Uzbekistan                             | 2,338         | 5.3                       |
| USA                                    | 1,508         | 3.5                       |
| Other                                  | 2,898         | 6.7                       |
| <b>Total worldwide</b>                 | <b>43,491</b> | <b>100</b>                |

*Sources: Ux Consulting, company data*

The world's incremental uranium production in 2008 was 5.7% as compared to 2007 and was primarily due to growth of uranium mining in Kazakhstan (by 28%) and Namibia (by 51%). Canada became the leader in uranium production. In 2008 Russia ranked 5<sup>th</sup> worldwide in uranium mining.

Eight companies with the output of over 1,000 tons of uranium accounted for almost 84% of the total world uranium production in 2008 (Table 5.2).

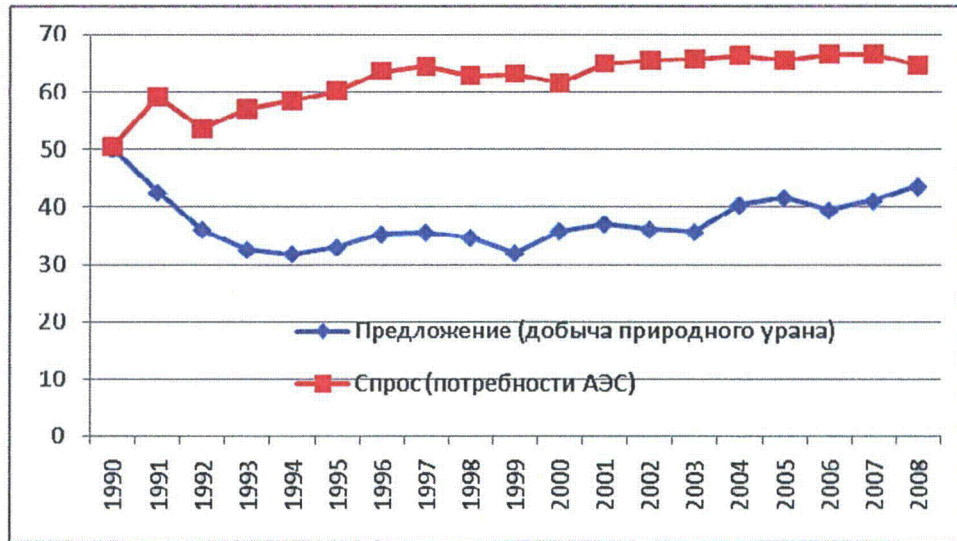
Table 5.2

| Uranium Production of Major Uranium Producers in 2008 |               |                           |
|---|---------------|---------------------------|
| Companies   | 2008          | % of the world production |
| Rio Tinto, United Kingdom                             | 7,989         | 18.4                      |
| CAMECO, Canada  | 6,655         | 15.3                      |
| AREVA, France   | 6,307         | 14.5                      |
| Kazatomprom, Kazakhstan                               | 5,225         | 12.0                      |
| ARMZ, Russia  | 3,687         | 8.5                       |
| BHP Billiton, Australia                               | 3,344         | 7.7                       |
| NGMK, Uzbekistan                                      | 2,338         | 5.3                       |
| Uranium One, Canada                                   | 1,076         | 2.5                       |
| <b>TOTAL</b>  | <b>36,621</b> | <b>83.9</b>               |

*Sources: company data*

In 2008 Russia continued to rank 5<sup>th</sup> worldwide in terms of uranium mining.

In 2008 only 67% of the global nuclear industry's feedstock requirements were satisfied by the uranium mining (primary sources) (Fig. 5.3).



Sources: WNA, UxConsulting.

Figure 5.3. Dynamics of the Nuclear Industry Requirements and Natural Uranium Supply in the International Market in 1990-2008.

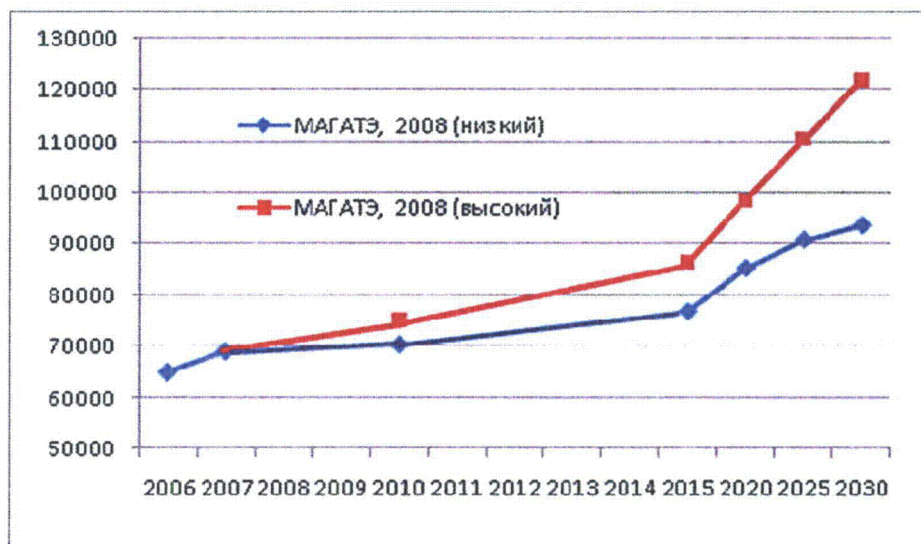
The shortfall of uranium feedstock (33% of the total uranium consumption) is traditionally covered through secondary sources:

- low-enriched uranium blended down from highly enriched uranium extracted from weapons (LEU-HEU),
- regenerated uranium from spent nuclear fuel,
- uranium from processing of isotope enrichment tails,
- mixed uranium-plutonium MOX-fuel,
- stockpiles of natural and enriched uranium which tend to deplete as they are actively used.

## 5.2. Market Development Forecast

In 2009, according to WNA, the nuclear industry demand for uranium will grow to 65,400 tons (by 1.3% as compared to 2008). Pursuant to IAEA's projections, by 2030 (low scenario) the uranium demand may amount to almost 94,000 tons. If the nuclear energy actively develops (high forecast) they may grow to 122,000 tons (Fig. 5.4).





Source: Uranium 2007. Resources, Production and Demand

Figure 5.4. Forecast of Nuclear Power Industry Demands Until 2030.

The potentially high growth of the nuclear industry demand coupled with fairly high uranium prices and forecasts of their growth stimulates the activity of the uranium mining companies. The uranium mining forecast by countries for 2009 is rather optimistic and is 48,222 tons of uranium (Table 5.3). As compared to 2008 the growth is forecasted at the level of 11% due to the expected growth of uranium mining in Kazakhstan (22%), Canada (9%) and Niger (11%).

Table 5.3

2009 Uranium Mining Forecast

| Country                | 2009          | % of the world production |
|------------------------|---------------|---------------------------|
| <b>Kazakhstan</b>      | 10,393        | 21.5                      |
| <b>Canada</b>          | 9,816         | 20.4                      |
| <b>Australia</b>       | 8,577         | 17.8                      |
| <b>Namibia</b>         | 4,539         | 9.4                       |
| <b>Russia</b>          | 3,611         | 7.5                       |
| <b>Niger</b>           | 3,269         | 6.7                       |
| <b>Uzbekistan</b>      | 2,500         | 5.2                       |
| <b>USA</b>             | 2,067         | 4.3                       |
| <b>Other</b>           | 3,450         | 7.2                       |
| <b>Total worldwide</b> | <b>48,222</b> | <b>100</b>                |

Sources: Ux Consulting, company data

The uranium mining by the major companies in 2009 is forecasted to reach almost 42,400 tons or 87.9% of the worldwide output (Table 5.4).

Table 5.4

Uranium Production Forecast of Major Uranium Producers in 2009, tons

| Companies | 2009 | % of the world |
|-----------|------|----------------|
|-----------|------|----------------|

|                           |               | production  |
|---------------------------|---------------|-------------|
| Rio Tinto, United Kingdom | 7,615         | 15.8        |
| CAMECO, Canada            | 8,462         | 17.5        |
| AREVA, France             | 7,270         | 15.1        |
| Kazatomprom, Kazakhstan   | 5,216         | 10.8        |
| ARMZ, Russia              | 4,511         | 9.4         |
| BHP Billiton, Australia   | 3,750         | 7.8         |
| NGMK, Uzbekistan          | 2,500         | 5.2         |
| Uranium One, Canada       | 1,346         | 2.8         |
| Paladin Energy, Australia | 1,731         | 3.6         |
| <b>Total</b>              | <b>42,401</b> | <b>87.9</b> |

Sources: company data

Uranium Holding ARMZ plans to substantially increase its uranium output in 2009 (almost by 23%) to reach 4,500 tons through active diversification of its uranium mining assets, in particular, through acquisition of assets from Effective Energy N.V. which owns interests in JV Karatau and JV Akbastau in Kazakhstan.

Despite an optimistic forecast of the world uranium mining growth dynamics in 2009 (11% more than in 2008), there is a number of factors which in our view may adversely affect the development of uranium mining assets in 2009 and thereafter.

The key negative factor which continues to affect the development and financial position of the uranium mining companies is the current world financial and economic crisis. The crisis affected most of all the plans of small uranium mining companies and start-up companies, and its impact upon major uranium mining companies was lower.

According to the forecasts of UxC, a consulting company (which do not take into account the impact of the current crisis), by 2015 the global uranium production will reach 81,550 tons, with almost 30% of the uranium output to come from new mines (Fig. 5.5). However, the probability of such optimistic scenario is low, in light of the duration of the crisis and its potential impact, and in light of the traditional sluggishness of the uranium mining industry.



Source: Ux Consulting materials

Figure 5.5. World Uranium Production Forecast Through 2015

According to Atomredmetzoloto's estimates supported by the conclusions of the leading professional agencies, the shortage of natural uranium in the market will persist and in combination with the inevitable contraction of use of secondary sources of feedstock and stockpiles, it will maintain the natural uranium prices at a high level. According to the forecast of JPMorgan Chase & Co released on April 7, 2009, the long-term contract prices until 2011 will remain at the level of at least 65 \$/pound of U<sub>3</sub>O<sub>8</sub> (169 \$/kg of uranium).

### **5.3. Company's Market Standing and Competitive Advantages**

OJSC Atomredmetzoloto is one of the biggest uranium mining company globally. In terms of uranium reserves the Company currently ranks second worldwide following BHP Billiton. In terms of production level the Company continues to be among the top five companies in the industry, and plans to continue building up its production.

The Company is highly competitive and has a stable market position due to the following:

- high demand for the Company's products in the international markets guaranteed by current and prospective demands of the world nuclear power industry,
- strong domestic demand supporting the export program of the Russian low-enriched uranium and fuel assemblies,
- positive balance structure and satisfactory financial results.

In view of the financial crisis the Company has taken a more active approach to decrease of production and management costs of its mining companies, improve its performance by implementation of state-of-the-art technologies and materials, and introduction of advanced mining equipment. All these measures are intended to decrease the production costs of the Company's products.

The Company continues to develop its innovation activities, especially in the uranium mining technologies.

In 2008 and early 2009 the Company continued its active policy of diversification of its uranium resources with a focus on acquisition of quality assets abroad. In particular, in 2008 the Company formed uranium exploration and mining joint ventures in Namibia, Canada and Armenia. In early 2009 ARMZ acquired Effective Energy N.V., a company with assets in Kazakhstan (LLP Karatau and JSC JV Akbastau).

The Company plans to become the global leader in uranium mining by 2025 due to commissioning of new uranium mining companies the biggest of which will be Elkon GMK.

The Company is negotiating with foreign investors their potential involvement in the development of the deposits located in the Elkon uranium ore province, the biggest one in Yakutia. To fund the development of the design documents for the Elkon GMK and creation of the necessary infrastructure the Company sought governmental support as part of the Comprehensive Development of the South Yakutia Project which in 2008 was included in the list of investment projects to be financed from the Investment Fund of the Russian Federation.

The key competitors of Atomredmetzoloto and its mining enterprises in the world



uranium market are the leading uranium mining companies with a long-standing track record of successful development of uranium projects in various regions of the world.

Over a half of the world uranium production is accounted for by four companies – the Canadian Cameco Corp., the French AREVA, the UK Rio Tinto and the Kazakhstan OJSC NAK Kazatomprom. Another three companies producing more than 1,000 tons per year generate over 20% of the global uranium output.

All the Company's competitors are committed to increase their uranium production in the next 4-6 years. With this goal in mind, they are extensively exploring in their license areas in the vicinity of the operating deposits, and develop potential projects. Many uranium mining companies enter into contracts with exploration companies with promising projects at pre-operation stage, with a view to jointly developing such projects.

Generally, the global natural uranium market has a high level of competition which is first of all due to the price conditions and the expected stable growth in demand.

## 6. Priority Areas of Business and Development Prospects

### 6.1. Operations and Development of Prospective Projects

#### Uranium Mining by Operational Enterprises and Enterprises under Construction

Table 6.1 below shows changes in uranium mining by the active mining enterprises of Atomredmetzoloto in 2007-2008.

Table 6.1

Dynamics of Uranium Mining by ARMZ Companies, tons

| Company           | 2007         | 2008         | Change<br>08/07 (%) |
|-------------------|--------------|--------------|---------------------|
| OJSC PPGHO        | 3,037        | 3,050        | 0.4%                |
| CJSC Dalur        | 350          | 410          | 17.1%               |
| OJSC Khiagda      | 26           | 61           | 134.6%              |
| JSC JV Zarechnoye | 114          | 166          | 45.6%               |
| <b>Total:</b>     | <b>3,527</b> | <b>3,687</b> | <b>4.5%</b>         |

2007-2008 dynamics of production by the operational enterprises of Atomredmetzoloto reflects a positive grow of the uranium output; thus, in 2008 they produced 3,687 tons of uranium, which is 4.5% more than in 2007.

JSC PPGHO accounts for the biggest share of the Holding's uranium production which is about 82.7% of the Company's aggregate production or 3,050 tons of uranium in absolute terms. The enterprises uses the underground mining method.

The rest – which is about 17.3% of the aggregate production or 637 tons of uranium in absolute terms – is mined using the advanced method of in-situ leaching (ISL), and most of the ISL production is accounted for by CJSC Dalur (in 2008 it mined 410 tons of uranium).

**OJSC Priargunskoye Production Mining Chemical Association (OJSC PPGHO, Transbaikalia, Krasnokamensk)**

In 2008 OJSC PPGHO mined 3,050 tons of uranium, a 0.4% growth as compared to 2007. OJSC PPGHO mines uranium using the underground mining method. Mining operations are conducted by Uranium Ore Mining Company (UGRU), an operating unit of the company, organized on the basis of three operational underground mines: mine No. 1, mine No. 2, and Gluboky mine.

To maintain the proposed mining level in the nearest future OJSC PPGHO is currently preparing to de-mothball and prepare for operation the reserves of mines 6 and 8 which will allow to maintain the proposed production in the future.

OJSC PPGHO has finished construction of the sulfuric acid plant. The company is in the process of upgrading its mining equipment. It has commissioned the acid warehouse and commenced the construction of the second phase of radiometric concentrating mill.



In order to maintain in the next several years the output of the operating mines at the level of 3,000 tons of uranium taking into account that the quality of ores will be declining the company will continue the program of full refurbishment and upgrade of its production facilities, it will take steps necessary to commission new mines. In the long term it will allow to increase the company's capacity.

### **CJSC Dalur** (Kurgan Region, Uksyanskoye)

In 2008 CJSC Dalur mined 410 tons of uranium using the in-situ leaching method, a 17% growth as compared to the 2007 output.

CJSC Dalur conducts commercial development of the Dalmatovskoye deposit and a pilot development of the Khokhlovskoye deposit.

Since 2006 the Dalmatovskoye deposit has operated a processing facility for pregnant solutions with the annual capacity of up to 1,000 tons of uranium per year.

In 2008 CJSC Dalur commissioned a local sorption unit Zapadnaya. The company also commissioned 172 process wells.

The 2009 plan of CJSC Dalur is to produce 460 tons of uranium. It will continue to take steps towards increasing the uranium output to reach the design capacity.

### **OJSC Khiagda** (Republic of Buryatia)

In 2008 OJSC Khiagda conducted pilot uranium mining operations in the Khiagdinskoye ore field using the ISL method.

Pregnant solutions are processed into the finished product – concentrate of natural uranium ("yellow cake") – at a pilot plant with a capacity of 150 tons of uranium per year which was commissioned in 2008.

Uranium mining operations in the Khiagdinskoye deposit in 2008 significantly grew as compared to 2007. Thus, in 2008 the company produced 61 tons of uranium as compared to 26 tons produced in 2007.

In 2008 OJSC Khiagda received confirmation from the State Reserves Commission of the Russian Federation of the Khiagdinskoye deposit commercial reserves and it is currently preparing the feasibility study for construction of the enterprise with a capacity of 1,000 tons of uranium per year.

The full-fledged construction work is constrained by the underdeveloped production and transportation infrastructure: there is no bridge over the Vitim River, the motor road to the deposit requires refurbishment and a rail farm needs to be constructed in Chita.

To resolve these issues OJSC Khiagda in 2008 achieved the following:

- it constructed and commissioned the acid warehouse on the site;
- it started construction of the rail farm facilities (railroad dock, acid warehouse, administrative building, main building);
- it started reconstruction of a 32-km road section to the Khiagdinskoye deposit;
- it started construction of a bridge crossing over the Vitim River.

This work is expected to be completed in 2009.

In 2009 OJSC Khiagda plans to produce 151 tons of uranium. The company will continue construction of the uranium mining facilities.

## Construction of New Mining Facilities in Russia

In addition to the existing enterprises Atomredmetzoloto is engaged in setting up of uranium mining operations through new enterprises constructed on the basis of the reserve uranium deposits in Russia.

New mining enterprises set up on the basis of reserve uranium deposits in the South Yakutia (Elkon GMK) and in Transbaikalia (Olovskaya GHK and UDK Gornoye) are approaching the commissioning stage.

The expected design capacity of the biggest Elkon GMK is 5,000 tons of uranium per year.

The aggregate capacity of the Transbaikalia mines should reach 1,200 tons per year.

### **CJSC Elkon GMK (Republic of Sakha – Yakutia)**

CJSC Elkon GMK is currently conducting conceptual design work to develop advanced ore mining and processing technologies for the Elkon uranium ore province.

The Elkon uranium ore province located in the Republic of Sakha (Yakutia) is a promising region for development of a large-scale production of uranium feedstock.

The reserves of the uranium deposits in the Elkon uranium ore province which is located in the Aldan Region in the south of the Republic amount to 344,000 tons (6% of the global uranium reserves).

In 2008 CJSC Elkon GMK completed the following:

- conducted geological engineering survey for the proposed facilities of the Elkon Mining and Metallurgical Works to be constructed;
- performed a baseline environmental study;
- completed the bulk sampling program which included taking and shipping of bulk ore samples from the Elkon plateau and Kurung deposits for assay and determining the processes to be used in concentration of ores from the deposits of the Elkon uranium ore province;
- obtained a license for handling nuclear materials;
- completed a conceptual design work program using the services of a major engineering company in the industry – SRK Consulting.

In addition, pursuant to the Order of the Government of the Russian Federation dated January 17, 2008 No. 21-r the Comprehensive Development of the South Yakutia Project ("Yakutia Development Project") was included in the list of the investment projects to be funded by the Investment Fund of the Russian Federation. On October 10, 2008 at a meeting of the Russian Governmental Commission a decision was made to issue an order of the Government to approve the project and to appropriate funds, including for preparation of the design and estimate documents for Elkon GMK.<sup>1</sup>

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<sup>1</sup> The Chairman of the Government of the Russian Federation V.V. Putin by Order No. 302 dated March 10, 2009 approved the passport of the comprehensive investment project Development of the Project Documents for Implementation of the Comprehensive Development of the South Yakutia Investment Project.

The Order provides for financing of the design and estimate documents for construction of the Elkon

The financing arrangements related to the development of the design and estimate documents for construction of the Elkon GMK at the expense of the federal budget (Investment Fund of the Russian Federation) included formation of a special-purpose vehicle OJSC EGMK-Project.

In 2009 Elkon GMK plans to perform the following:

- ✓ to develop jointly with the engineering company SRK Consulting a Pre-Feasibility Study to attract investors in the project;
- ✓ to perform geological exploration work pursuant to the terms of the license agreements;
- ✓ to complete the conceptual design work, including R&D related to ore dressing processes to be used for concentration of ores from the deposits of the Elkon uranium ore province;
- ✓ to start development of the design documents for the Elkon Mining and Metallurgical Works.

### **CJSC UDK Gornoye (Transbaikalia)**

The company was set up to develop the deposits of the Chikoysky uranium ore province (Gornoye and Beryozovoye). The deposits will be developed using a combined method of block and cluster leaching.

In 2008 CJSC UDK Gornoye performed the following work in the deposits of the Chikoysky uranium ore province:

- obtained a license for the right to handle nuclear materials in connection with exploration, mining, processing and storage of uranium ores in connection with performance of work and services by the fuel cycle enterprises;
- de-mothballed the adit and took representative samples in the Gornoye deposit;
- performed the initial survey work in the area of the Gornoye and Beryozovoye deposits;
- conducted field work necessary to gather data of engineering and environmental survey to start the environmental monitoring;
- prepared a Declaration of Intent regarding the development of the Gornoye and Beryozovoye uranium deposits.

The company's 2009 plan includes the following:

- completion of the geological and economic assessment of the Gornoye and Beryozovoye deposits (temporary conditions feasibility study);
- preparation of the reference data for designing the pilot operations with the output up to 150 tons of uranium in the form of yellow cake;
- development of the design documents (Feasibility Study) for the pilot operations;
- geological exploration in the Beryozovoye deposit.

Mining and Metallurgical Works in the amount of RUR 2,657.1 million during the period from 2009 to 2010, and financing of the design and estimate documents for the infrastructure facilities necessary to develop the Elkon GMK (motor roads, power transmission lines, railroad).

### **CJSC Olovskaya GHK (Transbaikalia)**

This company was established to develop Olovskoye deposit located in Chernyshevsky District of Transbaikalia.

The company proposes to construct an open pit to mine uranium ore and an underground mine, a cluster leaching site for processing of the recovered ore, a pregnant solution processing unit and production of yellow cake.

In 2008 CJSC OGHK performed the following work in the Olovskoye deposit:

- obtained a license for the right to handle nuclear materials in connection with exploration, mining, processing and storage of uranium ores in connection with performance of work and services by the fuel cycle enterprises;
- took representative samples in the Olovskoye deposit;
- prepared feasibility study of the Olovskoye deposit development (which included the stripping options and a feasibility assessment of the project);
- performed an environmental impact assessment of the enterprise construction project in the area of the Olovskoye uranium deposit (obtained the environmental safety approval of the project).

In company's 2009 plan includes the following:

- performance of the license agreement terms;
- holding public hearings in the Chernyshevsky District of Transbaikalia concerning environmental impact of the company's operations;
- state environmental review of the environmental impact assessment report;
- performance of a set of conceptual design and design work using the services of the engineering company SRK Consulting necessary to start construction of the uranium mining facilities and to enhance the investment appeal of the company;
- development of the feasibility study for construction of the enterprise;
- completion of assay of the representative sample and development of the uranium recovery processes for design purposes.

### **Uranium Mining in Kazakhstan**

Cooperation with Kazakhstan in uranium mining has strategic importance and forms part of a comprehensive cooperation program of the two countries in the peaceful use of nuclear power.

Commercial development of **JSC JV Zarechnoye** started in December 2006. The commercial operations are conducted using the ISL method of recovery in the Zarechnoye deposit.

The production in 2008 amounted to 166 tons (114 tons in 2007), the 2009 plan is to mine 480 tons of uranium.

By 2011 the company expects to reach the design capacity of 1,000 tons of uranium per year. JSC JV Zarechnoye's plans also include the development of the South Zarechnoye deposit to increase the aggregate output of the enterprise.

In 2008 the company took steps to enhance uranium recovery. However, shortage and irregular supplies of sulfur acid did not allow the company to fully perform its production program. In late 2008 the company made a decision to gradually shift from

airlift to pump method of lifting solution. In Q4 2008 at sites Nos. 1 and 2 of the Zarechnoye deposit the company re-drilled 4 airlift wells to suit the pump method.

**JSC JV Akbastau** was formed in 2006 to develop sites 1, 3 and 4 of the Budenovskoye uranium deposit with the annual capacity of up to 3,000 tons of uranium per year.

The deposit is expected to be developed in two stages. The first stage – up to 2011 – will include a preliminary and detailed exploration, pilot operation, and development of the construction design.

The second stage will include construction of the mining facilities and commercial operation of the deposit to achieve the design capacity of 3,000 tons of uranium per year in 2015.

As part of the first stage in 2008 the company conducted exploration of site 1 of the Budenovskoye deposit the scope of which will allow it to prepare the feasibility study of conditions in 2009, obtain approval of the reserves from the State Reserves Commission of the Republic of Kazakhstan and launch pilot uranium mining operations in 2009.

In 2008 the enterprise also started preparations to development of one of the in-situ leaching sites. The company's plan is to produce 232 tons of uranium in 2009 at the stage of pilot development. The pregnant solutions will be processed at the processing facilities of LLP Karatau.

### **Prospective Uranium Projects**

With a view to strengthening the competitive position of the Russian Federation in the world market of nuclear fuel cycle goods and services OJSC Atomredmetzoloto implements projects involving development of the uranium mineral resources located abroad.

Acquisition of international uranium assets will allow Atomredmetzoloto to diversify its mineral resource base, enable it to enhance the production efficiency through development of uranium resources acquired at a fairly low cost.

During 2008 OJSC Atomredmetzoloto continued its operations related to the development of the mineral resources abroad (Canada, Armenia, Namibia, Mongolia), including jointly with the leading international uranium mining companies and strategic investors.

#### Cooperation with the Canadian Cameco

In 2007 Atomredmetzoloto signed a Cooperation Agreement in Uranium Exploration and Mining with *Cameco*, a Canadian-based world leader in uranium mining. Pursuant to the Agreement in 2008 the parties formed uranium exploration joint ventures – a Canadian company Northern Basins Uranium Ltd. (NBUL) and a Russian company LLC Karkhu Geology. Joint ventures were established to perform exploration of the agreed prospects in Russia (Salminskaya and Shotkusskaya areas) and in Canada (Turkavik and Stewardson Lake) with a view to discovering uranium deposits and their subsequent development.

In 2008 with a view to obtaining licenses for Russian prospects the joint venture obtained consents from owners, users and landowners to provision of land plots for conducting geological study, exploration and mining of uranium.

In 2009 Atomredmetzoloto will participate in a tender, obtain licenses and conduct exploration in Salmiskaya and Shotkusskaya areas. It is also expected that in 2009 LLC Karkhu Geology will obtain a license for handling of nuclear materials and will start the development of the exploration program.

NBUL continued the prospecting, exploration and geophysical survey in Canada.

#### Cooperation with the Republic of Armenia

Geological exploration of uranium and associated minerals in Armenia is conducted as part of a comprehensive Russian-Armenian program of cooperation in peaceful uses of nuclear power.

Pursuant to the Agreement on Formation of the Russian-Armenian Joint Venture for Exploration of Uranium and other Minerals in 2008 the a Closed Joint Stock Company Armenian-Russian Ore Mining Company (CJSC ARGK) was registered in Armenia.

The Russian shareholder in CJSC ARGK is OJSC Atomredmetzoloto. The Armenian shareholder is the Ministry of Energy and Natural Resources of Armenia.

In 2008 the company conducted reconnaissance operations in the prospects and prepared the exploration program, the company also hired all necessary personnel, and started gathering and reviewing the archive materials and digitalization of archive materials from the geological fund of the Republic of Armenia.

In 2009 when the relevant authorizations from the Government of the Republic of Armenia are received the company will start uranium exploration work.

#### Cooperation with VTB Capital and IC Arlan in Namibia

As part of development of the uranium projects in Africa, in 2008 Atomredmetzoloto jointly with VTB Capital Namibia (Pty) Ltd. and Arlan Invest Holdings formed a joint venture SWA Uranium Mines in the Republic of Namibia.

Atomredmetzoloto participates in the project through its subsidiary RUNEX Uranium (Pty) Ltd., a company created on a 50/50 basis with VTB Capital Namibia (Pty) Ltd.

The focus of the company's business is to discover and develop promising uranium deposits of new development types, first of all, arenated deposits lending themselves to in-situ leaching method.

SWA Uranium Mines holds 2 licenses – EPL 3850 and EPL 3851. It conducts exploration work in its license areas.

In 2008 the joint venture conducted geophysical study which included electromagnetic probing and gamma logging of the total of 90 km in the license areas.

The results of the geophysical survey have shown that there are potentially promising uranium mineralization located in the south-eastern and eastern parts of area EPL 3850. This allowed to map the first priority targets for exploration drilling.

In 2008 the company drilled 24 wells in area EPL 3850 (total metreage - 974 m),

and performed gamma logging in all wells. Radon anomalies identified as a result of radon survey work on two potentially the most promising areas confirm that there the area contains prospects. The analyses show that the gamma logging data and the uranium content in the wells are fully consistent.

Radon anomalies identified as a result of radon survey work on two most promising sites located to the north-west and south from the known deposit Klein Spitzkoppe confirm that there are promising areas in both sites which trace the paleochannels identified by the geophysics.

The joint venture plans to continue its exploration activity in 2009 and use its results for preparation of the feasibility study for construction of the mining facilities.

#### Cooperation with Mongolia

Atomredmetzoloto cooperates with Mongolia pursuant to the Letter of Intent dated April 13, 2007 between the Federal Agency for Nuclear Power and the Mongolian Ministry of Industry and Trade on development of cooperation in geological exploration and mining of uranium and associated mineral resources, and pursuant to the Joint Action Plan of the State Corporation Rosatom and the Ministry of Industry and Trade of Mongolia dated April 11, 2008 in connection with exploration and mining of uranium ores and associated mineral resources. Pursuant to the Plan in 2008 the parties continued their consultations. The Russian side furnished to the Mongolian side a package of documents containing geological information on the Mongolian uranium deposits, proposals concerning training of personnel for the Mongolian nuclear industry, and proposals on formation of a Russian-Mongolian uranium exploration and mining joint venture.

The plan for 2009 is to set up the Russian-Mongolian uranium mining joint venture, to sign an inter-departmental cooperation agreement and a inter-governmental agreement on protection of investments. The focus of such cooperation will be Atomredmetzoloto's participation in the development of the uranium deposits in Dornod and East Goby uranium ore provinces.

#### Other Projects

As part of the inter-governmental cooperation OJSC Atomredmetzoloto takes steps related to participation in the development of mineral resources in Ukraine and Gabon, and the Company also considers opportunities related to other potential international projects.

#### **Non-Nuclear Material Related Projects**

Zirconium Project, a project related to substitution of import of titanium and zirconium for the needs of the nuclear industry is implemented by Atomredmetzoloto in accordance with the decisions made at the meeting with the Director of OJSC Atomenergoprom (minutes dated July 18, 2008 No. 35-VP) under the comprehensive program approved by OJSC Atomenergoprom to procure the needs of the nuclear industry in zirconium and titanium products. The program provides for creation of a

combined production of titanium and zirconium products on the basis of OJSC Chepets Mechanical Plant. Atomredmetzoloto is responsible for procuring feedstock for the new titanium and zirconium facility.

In 2008 the company received a confirmation from OJSC TVEL of the target consumption of zirconium and titanium concentrates by the enterprises of OJSC TVEL, the two companies determined reference prices and marketing arrangement which served as the foundation of the Zirconium Project.

Pursuant to the resolution of the Board of Directors of Atomredmetzoloto, adopted on July 30, 2008, for the purposes of the Zirconium Project the Company acquired the rights to the Itmanovskaya placer of the Lukoyanovskoye deposit of titanium and zirconium sands located in the Nizhny Novgorod Region, a deposit rich in zirconium, titanium, and chrome, through acquisition of interests in LLC Firma Geostar and LLC Agrofirma Itmanovo.

In connection with the project the Company plans to upgrade engineering and design documents, and to perform a feasibility study of the project in accordance with the international standards.

In 2009-2010 the Company plans to develop mining, transportation and metalliferous sand concentration processes, to perform the conceptual design work. One of the key goals is to apply technologies ensuring a maximum reduction of capital and operating expenses, and utilization of all reserves of the deposit.

On the basis of the data obtained as a result of the surveys, the Company plans to develop the permanent conditions feasibility study, perform the feasibility study, market research, identify alternative markets for the commercial products and determine the necessary capacity of the enterprise. Subject to the results of the work performed, the Company plans to obtain a confirmation of the deposit reserves from the State Reserves Commission, determine whether the construction project is viable, and to perform a Pre-Feasibility Study using the reputable consulting companies, and to identify the most efficient plan of the deposit development.

Associated Recovery Project is a project implemented by Atomredmetzoloto with a view to ensuring a comprehensive, waste-free use of natural resources on the basis of decisions made at the meeting with the Director of OJSC Atomenergoprom on October 18, 2007 which includes setting up of facilities which will focus on associated recovery of rare and rare-earth elements (RE and REE) from multi-component pregnant solutions of active uranium mining companies of Atomredmetzoloto - OJSC PPGHL, CJSC Dalur, OJSC Khiagda, LLP Karatau, JSC JV Akbastau – to satisfy the needs of the nuclear industry.

In connection with the implementation of the project in 2009 the Company plans to perform R&D and a feasibility analysis of the project.

## **6.2. Management and Service Companies**

### **OJSC Uranium Ore Mining Company (OJSC UGRK)**

As part of transfer of uranium mining asset in late 2007 Atomredmetzoloto acquired OJSC UGRK from OJSC Techsnabexport and OJSC TVEL. In Q2 2008 OJSC



UGRK became the owner of the Kazakhstan assets (JSC JV Zarechnoye and JSC JV Akbastau).

The core business of OJSC UGRK is to perform the day-to-day management and supervise the operations of the Kazakh-Russian joint ventures JSC JV Akbastau, JSC JV Zarechnoye and LLP JV RBM-Kazakhstan.

### **CJSC Rusburmash**

To satisfy the needs of the Russian mining companies in exploration and operating drilling services a specialized ARMZ subsidiary CJSC Rusburmash was set up.

Pursuant to its 2008 work program CJSC Rusburmash performed the following work:

- the company obtained a license authorizing it to conduct exploration and operating drilling at all deposits for which Atomredmetzoloto holds licenses;
- the company established operating units in Chita and at CJSC Dalur's sites;
- acting as the general contractor CJSC Rusburmash organized and supervised the following work:

- ✓ preparation of design and estimate documents for geological exploration at 7 deposits for which Atomredmetzoloto holds licenses (Istochnoye, Kolichikan, Elkon, Neprokhodimoye, Druzhnoye, Gornoye, Beryozovoye);

- ✓ development of operating wells in the Dalmatovskoye deposit;

- ✓ exploration work in the Khokhlovskoye deposit;

- ✓ development of operating wells in the Khiagdinskoye deposit.

The 2009 work program of CJSC Rusburmash includes the following:

- creation of a drilling service unit at the CJSC Dalur's and OJSC Khigda's sites which will have a full range of production facilities and utility infrastructure and will be capable of performing both the operating and exploration drilling services;

- a merger with GRP-1 of OJSC PPGHO which is expected to serve as the basis for a drilling unit capable of performing all drilling work at the OJSC PPGHO's sites;

- creation of a geological unit capable of performing a full range of geological exploration work – from design development to calculation and obtaining approval of reserves from the State Reserves Commission;

- ensuring performance of the drilling program on the following sites:

- ✓ operating drilling at the ISL site of OJSC Khiagda;

- ✓ operating drilling at the Dalmatovskoye deposit;

- ✓ exploration drilling at the Istochnoye, Kolichikan, Beryozovoye, Olovskoye, Elkon, and Khokhlovskoye deposits;

- ✓ prospecting, exploration, hydro-geological and other drilling at the sites of OJSC PPGHO.

### **LLP JV RBM-Kazakhstan**

LLP JV RBM-Kazakhstan, a company formed in May of 2007, started to perform drilling services for the uranium mining enterprises in Kazakhstan in 2008, and the

scope of its geological exploration work was 112,380.8 meters (160 wells). Since the launch of its operations, the company has commissioned nine drilling units.

In 2009 the company plans to increase the scope of its geological exploration drilling to 202,886 meters (333 wells), and to start development of operating wells.

### **LLC United Service Company ARMZ**

In May 2008 with a view to optimization of the ARMZ' logistics arrangements and conducting construction work ARMZ formed LLC United Service Company ARMZ (LLC USC ARMZ).

LLC USC ARMZ was formed by the Russian operational enterprises, enterprises under construction and enterprises under design managed by Atomredmetzoloto.

The core business of LLC USC ARMZ is the procurement of the enterprises of Atomredmetzoloto with:

- feedstock, materials, spare parts and other materials required to ensure smooth operation of the enterprises;
- equipment necessary to implement the investment programs of the enterprises, including for new construction, upgrade and replacement of worn-out equipment etc.

Since Q3 2008 LLC USC ARMZ has fully procured Atomredmetzoloto's enterprises with the goods and materials.

In 2008 the company handled 12,141 ordered items and concluded 179 contracts with vendors. The company supplied goods and equipment to the enterprises for RUR 1,356.6 million.

In 2008 the company established long-term business relations with vendors of goods and equipment, developed the supply arrangement, decreased the time required to process orders, increased the scope of orders performed, took measures to ensure timely payments for deliveries, and created conditions for successful performance of the 2009 program.

The 2009 plan of LLC USC ARMZ includes the following:

- creation of a warehousing facilities in Transbaikalia, a storage point for goods intended for create a stock of strategic materials for emergency deliveries to the enterprises and reduction of cost of the purchases by purchasing bigger volumes;
- creation of a specialized carrier to decrease the transportation costs, decrease dependence on third party carriers and meet the delivery dates for goods to be delivered to the enterprises;
- implementation of the corporate system of management of the information flows to optimize the business processes and decrease the time required to handle and gain access to the necessary information;
- creation of a service center which will generate additional profit from the repairs and other services to the enterprises of Atomredmetzoloto and third party companies.

### **OJSC South Yakutia Development Corporation (OJSC SYDC)**

The development of the Elkon uranium ore province is implemented within the framework of the Comprehensive Development of the South Yakutia Investment

Project ("South Yakutia Development Project") which provides for using the funds from the Investment Fund of the Russian Federation for construction of the infrastructure facilities and design of the enterprise.

In 2008 OJSC SYDC focused on arrangement of financing for the South Yakutia Development Project by the Investment Fund of the Russian Federation, on drafting the Investment and Sub-Investment Agreements, and on information support of the South Yakutia Development Project.

On March 10, 2009 the Chairman of the Government of the Russian Federation signed Order No. 302-r of the Government of the Russian Federation ("Order 302") pursuant to which the Government approved the passport of the project Development of the Project Documents for Implementation of the Comprehensive Development of the South Yakutia Investment Project and allocated funding for implementation of sub-projects (including Elkon GMK).

In 2009 OJSC SYDC will focus on the following:

- ✓ finalization, approval and organization of execution of the Investment Agreement by all parties;
- ✓ preparation of the competitive bidding for general designers of the facilities for the Development of the Project Documents for Implementation of the Comprehensive Development of the South Yakutia Investment Project to be funded by the Investment Fund of the Russian Federation;
- ✓ preparation of the tender documents, terms of reference for the infrastructure facilities and industrial facilities, draft agreements with general designers;
- ✓ monitoring of the implementation of the Development of the Project Documents for Implementation of the Comprehensive Development of the South Yakutia Investment Project at the design stage.

### **6.3. Marketing Activities**

#### **Analysis of the Global Uranium Market and Its Development Prospects**

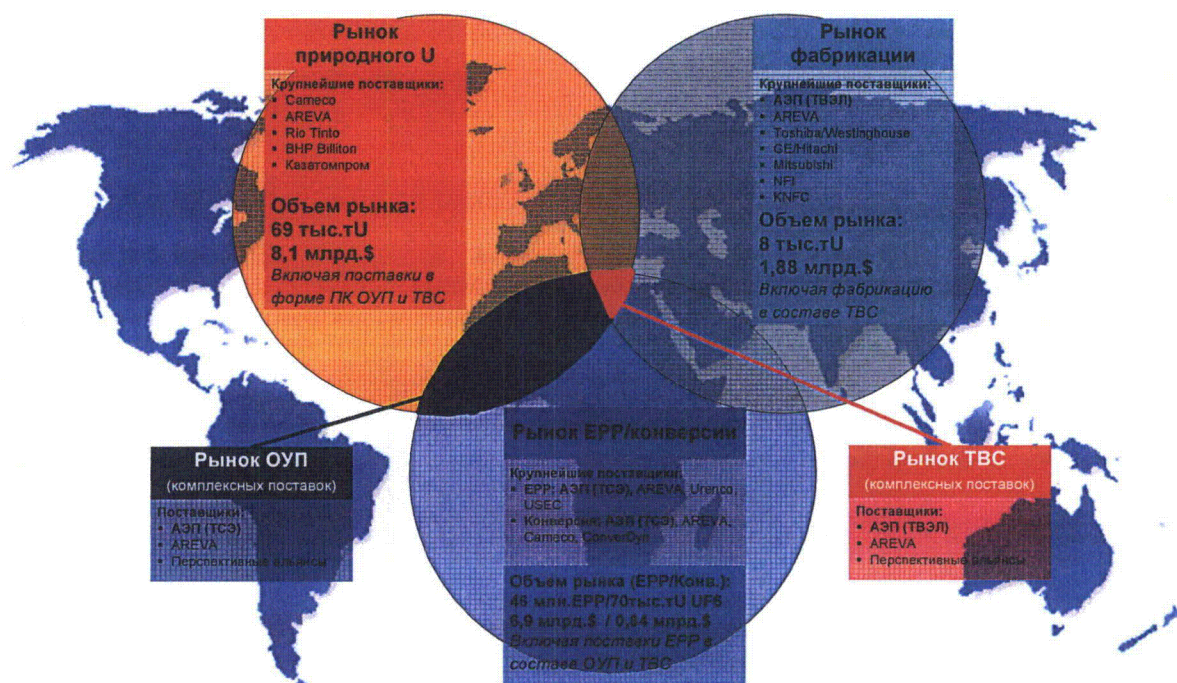
##### *Nuclear Power Industry Development Prospects*

According to IAEA<sup>2</sup> a total of 439 nuclear power units with a total capacity of 372.2 GWe operate worldwide. The nuclear power plants generate about 17% of all power. In some countries the nuclear power accounts for a major share of the total generation: France – over 75%, Japan – about 30%, Slovakia and Belgium- over 54%. It is expected that the nuclear power industry will continue to developed in the medium and the long term. Pursuant to the IAEA's forecast, by 2015 the number of active reactors in the world will increase to 491 with a total capacity of 426 GWe, and by 2020 – to 552 and 508.5 GWe, respectively. The increasing installed capacity is first of all due to the construction of new power units in China, India, and Russia, and the plans of

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<sup>2</sup> International Status and Prospects of Nuclear Power Report published on the IAEA's web-site

a number of developing countries to create their own nuclear power industry, and the US plans to develop their nuclear power sector. The dynamic growth of reactor fleet will result in a growing demand for natural uranium. The plans to increase the share of nuclear power in the world energy balance are supported by such fundamental factors, as scalability of the NPP projects, proven efficiency of nuclear technologies, competitiveness in terms of costs as compared to other methods of power generation, absence of emissions of greenhouse gases into the air, fairly limited waste and accessibility of resources.



#### Natural Uranium Market

##### Largest suppliers:

- Cameco
- AREVA
- Rio Tinto
- BHP Billiton
- Kazatomprom

##### Market volume:

**69,000 tons of uranium**

**US\$8.1 bln.**

*including supplies in form of the natural component, EUP and FA*

#### Manufacturing Services Market

##### Largest suppliers:

- NPI (ТВЭЛ)
- AREVA
- Toshiba/Westinghouse
- GE/Hitachi
- Mitsubishi
- NFI
- KNFC

##### Market volume:

**8,000 tons of uranium**

**US\$1,88 bln.**

*including manufacturing as part of FA*

|   |  |   |
|---|--|---|
| <b>EUP Market</b><br><b>(comprehensive deliveries)</b><br><b>Suppliers:</b> <ul style="list-style-type: none"> <li>• NPI (TSE)</li> <li>• AREVA</li> <li>• Potential corporate alliances</li> </ul> | <b>SWU/Conversion Market</b><br><b>Larges suppliers:</b> <ul style="list-style-type: none"> <li>• SWU: NPI (TSE), AREVA, Urenco, USEC</li> <li>• Conversion: NPI (TSE), AREVA, Cameco, ConverDyn</li> </ul><br><b>Market volume</b><br><b>(SWU/Conversion):</b><br><b>46 mln of SWUs / 70,000 tons of uranium (UF6)</b><br><b>US\$6.9 bln. / US\$0.84 bln.</b><br><i>including supplies of SWU as part of EUP and FA</i> | <b>FA Market (comprehensive deliveries)</b><br><b>Suppliers:</b> <ul style="list-style-type: none"> <li>• NPI (TVEL)</li> <li>• AREVA</li> <li>• Potential corporate alliances</li> </ul> |
|---|--|---|

Source: Ux Consulting (December 2008)

Figure 6.1. Structure and Size of the World Market of Goods and Services of the NFC Inception Phase

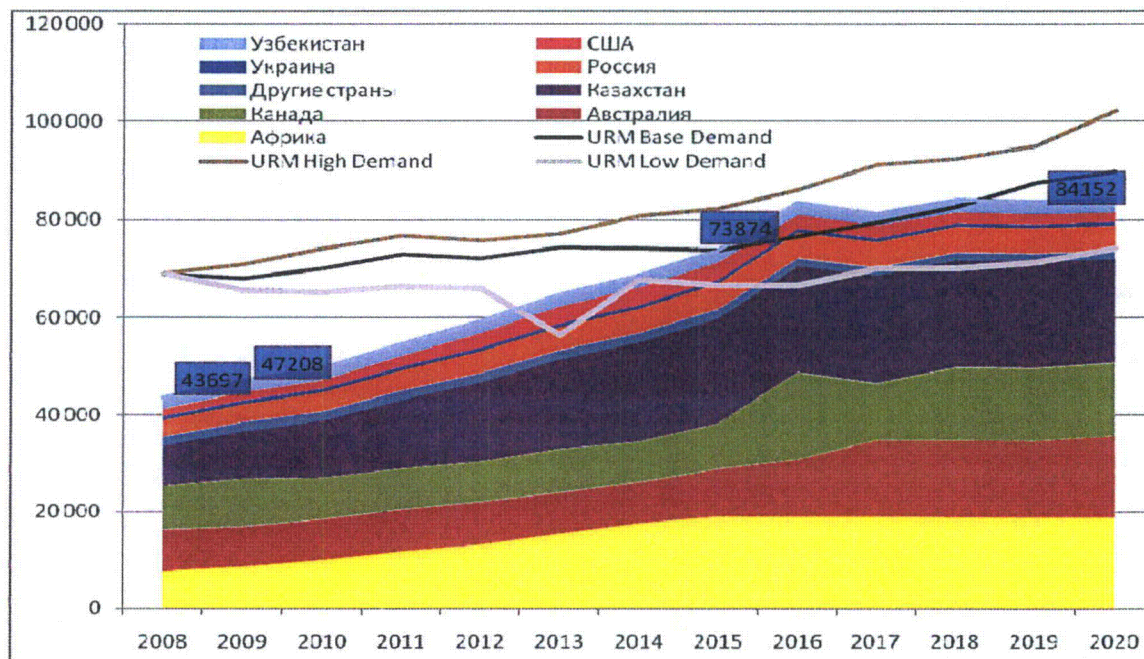
*Natural Uranium Market within the NFC Goods and Services Markets*

Analysis of the structure of the world market of NFC goods and services (Fig. 6.1) shows that there is a full-fledged market of natural uranium (approximately 45% of the total market size of the NFC inception phase in monetary terms in prices of December 2008,<sup>3</sup> together with the uranium processing services market (conversion/enrichment services of about 44% in monetary terms and fabrication services – 11%).

The current world uranium market has a major disbalance of demand and supply of natural uranium (about 65,000 tons of uranium) and its production – about 43,000 tons of uranium (Fig. 6.2).

<sup>3</sup> - Source: Ux Consulting –December 2008.





Uzbekistan  
Ukraine  
Other countries  
Canada  
Africa  
USA  
Russia  
Kazakhstan  
Australia

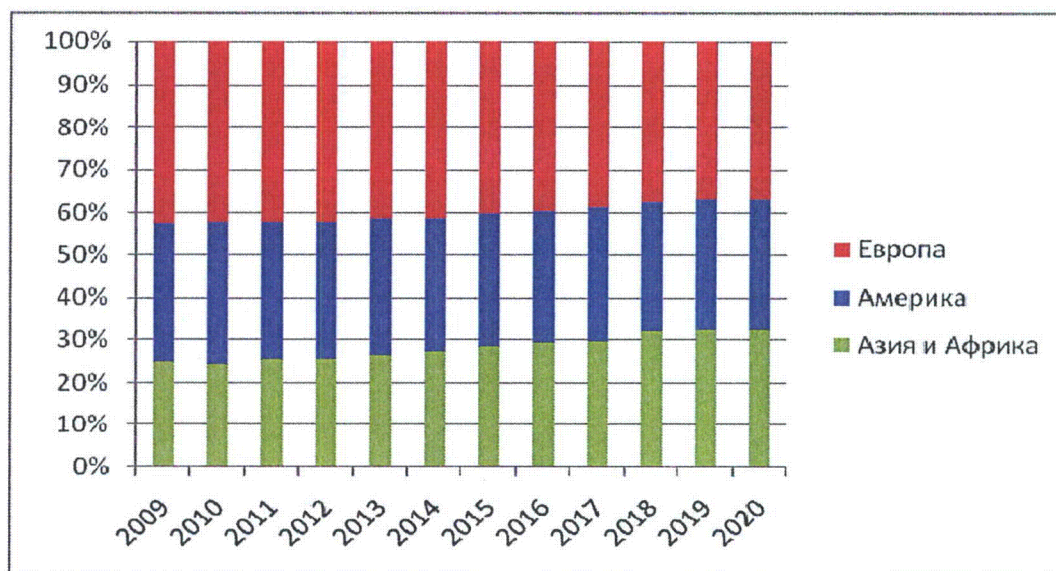
Sources: Ux Consulting- Uranium Market Outlook Q1 2009, ARMZ

Figure 6.2 World Demand and Supply Balance Outlook ("pre-crisis outlook").

According to the forecast of Ux Consulting (as of March 2009) demand for natural uranium up to 2020 will demonstrate stable growth. Even in absence of substantial increase of orders for construction of new nuclear reactors it is expected that the demand for natural uranium will grow in the nearest decades.

According to WNA 2007 (reference scenario), by regions the reactor requirements are expected to most significantly grow in Asia (China, Japan, India), their share of the world reactor requirements will grow from 25% (in 2009) to 32% (in 2020). Europe, despite the requirements growth in absolute terms, will decrease its share from 43% in 2009 to 37% in 2020 (Fig. 6.3).

Additional factors which trigger growth of demand for uranium include the policy of the energy companies aimed at creation of uranium stockpiles and maintaining their minimum balance, increase of U235 content in enrichment tailings, separate component-by-component purchase of products and NFC services.



*Europe*

*America*

*Asia and Africa*

*Sources: WNA 2007, reference scenario*

Figure 6.3. Dynamics of the World Reactor Natural Uranium Requirements by Regions

Implementation of uranium mining expansion plans declared for 2007-2008 in connection with the growing world demand could lead to a achievement of balance between demand and supply by 2014-2015, however, the recent events and trends in the nuclear industry against the background of global financial and economic crisis have changed the situation. Thus, for example, there is still uncertainty with respect to sufficiency of actual grow of natural uranium production to meet the world demand.<sup>4</sup>

According to UX Consulting, the volume of the transactions in the spot natural uranium market is forecasted at 7,000-11,000 tU, which is due to active purchases of the uranium consumers in the spot market to maintain their inventory, failure to make deliveries under the existing contract due to disruption in operations etc. In late 2009 – 2010 the new contracting process will start in the market for the period of 2012 and thereafter, which will stimulate purchaser activity and will put an upward pressure on the market prices.

<sup>4</sup> - Development of a number of major uranium project the status of which materially affects the market conditions lags behind the proposed schedules (commissioning of Cigar Lake deposit by Cameco was moved from 2010 to 2012, the mining expansion plan for the Olympic Dam deposit of BHP Billiton was postponed from 2013 to 2020, there is a delay in commissioning of Imouraren mine by AREVA in Niger, NAK Kazatomprom has failed to perform its 2007 and 2008 mining development plans).

- Uranium mining projects are scaled down or frozen due to the world financial crisis (Midwest (AREVA/Denison Mines/OURD), Dominion (Uranium One), Tony M (Denison) project, and a number of other project of junior companies).



Thus, despite some expected decrease of demand for natural uranium in connection with the world economic crisis, the actual state of affairs in uranium mining gives reasons to believe that the disbalance between demand and supply will continue to exist.

## **Natural Uranium Markets and Sales Forecast**

### **Natural Uranium Marketing Channels, Price and Trading Policies, Marketing Targets**

Primary channels of ARMZ' natural uranium sales are the following:

#### **1. Sales in the form of enriched uranium product (EUP)/fuel assemblies (FA)**

1.1. Sales of uranium feedstock in the forms of EUP/FA through OJSC Technobexport and OJSC TVEL.

1.2 Deliveries of uranium feedstock (feedstock supplies) as part of Atomredmetzoloto's international strategic alliances.

#### **2. Sales under off-take contracts as part of joint projects**

Off-take contracts, on the one hand, represent an arrangement which gives ARMZ' partners a guaranteed access to uranium feedstock and, on the other hand, a promising channel of guaranteed sales of uranium on a long-term basis.

There are three types of partners which may participate in the uranium mining projects of ARMZ:

- major energy companies;
- energy companies (or companies specializing in fuel supplies to NPPs), including companies from countries which have recently entered the international NFC market (for example, China and India);
- natural uranium producers.

#### **3. Direct sales to foreign customers**

This channel of sales generates proceeds used in financing of mining facilities under construction and proposed mining facilities (primarily, international) managed by ARMZ.

Target customers: end users of the products in the international market – foreign energy companies, mainly major energy companies based in Europe and Asia.

### **Price Policy**

The priority principle is to use a combined pricing mechanism which is based on a combination of a base-escalated pricing mechanism which guarantees that the producer's costs are covered and ensures a normal rate of return of the contract and a market-oriented pricing mechanism which is based on calculation of the sale price using the published "market price indicators" for natural uranium.

## **Sales Structure Chart (Business Model)**

As a management and responsibility center, Uranium Holding ARMZ consolidates the product flows from all available sources. Currently the Company sales its products domestically, and in 2009 it plans to start sales in the international market



(Fig. 6.4).

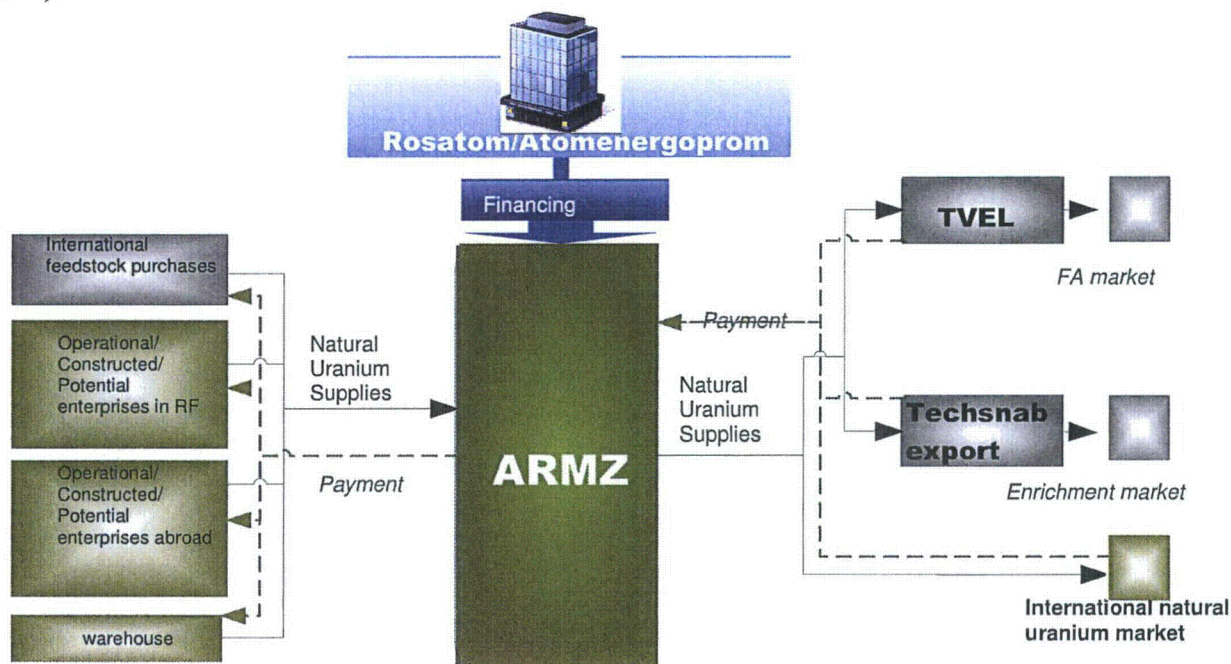


Figure 6.4. ARMZ Business Model for 2009

ARMZ uses the following sources of feedstock:

1. Russian operational enterprises (OJSC PPGHO, CJSC Dalur), Russian enterprises under construction (OJSC Khiagda), in the future – Russian enterprises under design (CJSC Elkon GMK, CJSC Lunnye, CJSC Olovskaya GHK, CJSC UDK Gornoye).
2. Foreign operational enterprises (JSC JV Zarechnoye), foreign enterprises under construction (JSC JV Akbastau), potential foreign projects.
3. Feedstock purchases abroad (purchases from natural uranium producers and traders operating in the market).
4. Stockpiles.

Thus, ARMZ purchases natural uranium produced by its subsidiaries and affiliates in Russia and abroad, on the basis of long-term contracts with such companies. Another source of uranium feedstock is the accumulated stockpiles (pursuant to the customary practices, such feedstock is intended to cover the domestic natural uranium requirements).

ARMZ may also purchase the feedstock abroad, in particular, in the international spot market (in order to perform its contractual obligations if there is a local deficit and for the purposes of making one-off trading operations in the natural uranium market).

ARMZ sells its natural uranium both domestically (to satisfy the needs of OJSC Techsnabexport and OJSC TVEL), and internationally.

### ARMZ' Competitiveness Factors

ARMZ has certain strategic strengths which ensure its ability to successfully compete in the international market:

1. Acceptable production cost which enables the company to offer competitive prices and maintain the rate of return at both the level of current market prices, and at the level of forecasted market prices in the long term.
2. Ability to position ARMZ as a highly reliable supplier due to: (a) existence of a major own production and feedstock resources both in Russia and abroad (14% of global resources – ranking 2<sup>nd</sup> worldwide, ranking 5<sup>th</sup> worldwide in terms of production); (b) access to substantial financial resources and asset base (asset base of the former of the Ministry of Medium-Weight Machine & Tool Building (MinSredMash) of the USSR; (c) status of the company as part of the State Corporation Rosatom – a powerful vertically integrated corporation of the Russian nuclear power industry (support of ARMZ' reputation in the market), which is viewed by the majority of the energy companies as one of the key factors of competitiveness of a supplier.
3. Ability to diversify the origin of material and delivery terms.
4. Experience in the international natural uranium market and a system of strong business relations of the Company's sales staff with potential customers established during more than 20 years of operations in this market.

### Objective of ARMZ' Marketing Activities

ARMZ is an independent business operating in the natural uranium market and generating profit (profit center).

*The key objective* of the Company's marketing activities is to maximize its profit margin from marketing activities in the domestic and international natural uranium markets.

The key objective further includes several smaller objectives:

- Achieve natural uranium sales targets (physical volume and value of sales, share of the world demand, and shares of the regional demand and demand of certain companies) in the target markets.
- Ensure the source of financing of the uranium mining development program.
- Enhance capitalization of ARMZ.

#### *Key objectives of ARMZ' marketing activities in the international market:*

- Enter in 2009 to the external market to make medium term deliveries of small amounts of natural uranium to companies which have already confirmed their interest in receiving feedstock from a new source.
- Enter into long-term contracts with major international energy companies (in Asia and Europe).
- Enhance competitiveness of ARMZ through creation and development of marketing infrastructure, development of optimal delivery logistics.
- Position ARMZ as a major primary supplier in the international natural uranium market.

*Key objectives of ARMZ' marketing activities in the domestic market:*

- Extend the existing long-term contracts.
- Create in the future a renewable natural uranium stock to enable the Company to make unscheduled sales at attractive market prices and to exercise contractual options.

#### **6.4. Investment Activities**

The investment policy of ARMZ is based on its development program and its asset management approach. Thus, there are three main categories within the Company's investment structure:

1. Development areas.
2. Project investment groups.
3. Projects.

The investment policy of ARMZ not only determines how the investments are structured but also establishes the limits of each element of the structure which promotes a flexible and transparent management of the investment programs.

In 2008 the Uranium Holding ARMZ actively developed its uranium mining assets in Russia and Kazakhstan. Thus, the focus of the Company's investments in 2008 were the Russian operational uranium mining enterprises and Russian-Kazakh joint mining assets.

The Company's management responded to the world financial crisis which broke out in the fall of 2008 by adjustment of the ARMZ development strategy. The world financial crisis, in particular, resulted in a material decrease of cost of attractive uranium mining assets – assets with a low uranium production cost, and thus created a unique opportunity to form an attractive portfolio of assets.

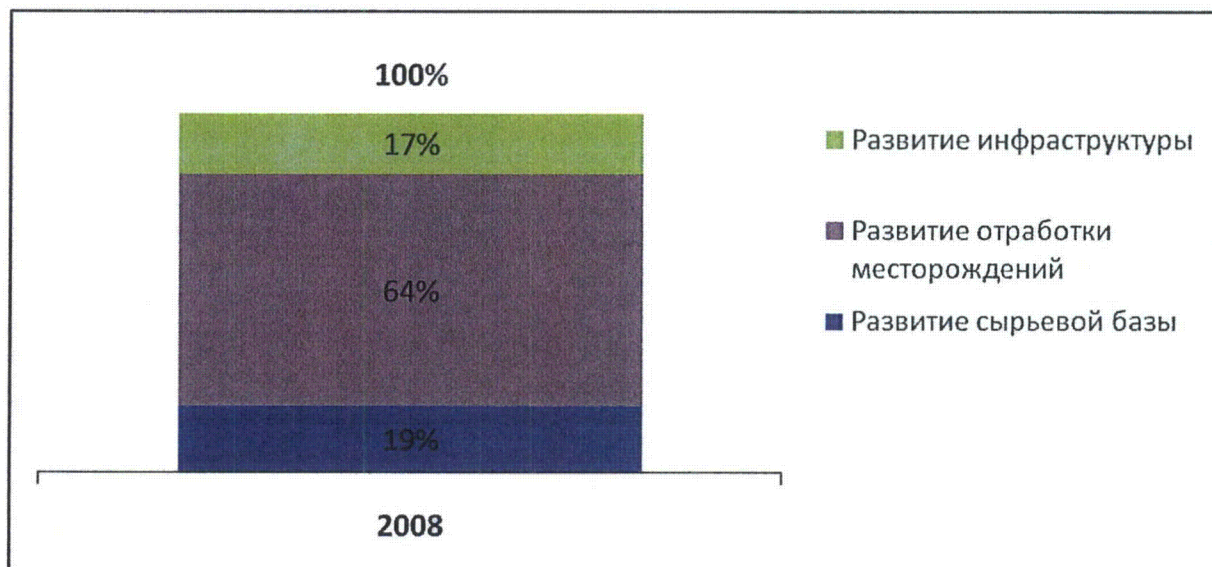
In connection with this in 2009 the Holding intends to continue investments in the development of operating uranium mining assets and start forming of a portfolio of new assets which have a low uranium production cost as compared to the Russian deposits.

The biggest share in the investment structure by the development areas in 2008 was accounted for by the investments into increasing efficiency of development of the existing deposits. Having consolidated its Russian uranium mining assets, in 2008 ARMZ invested in:

- re-equipment and upgrade of the operating Russian enterprises;
- construction of production facilities of the operating enterprises;
- steps required to perform the license agreements;
- pre-project and project survey of new deposits in Russia and Kazakhstan;
- design and construction of infrastructure facilities in Russia.

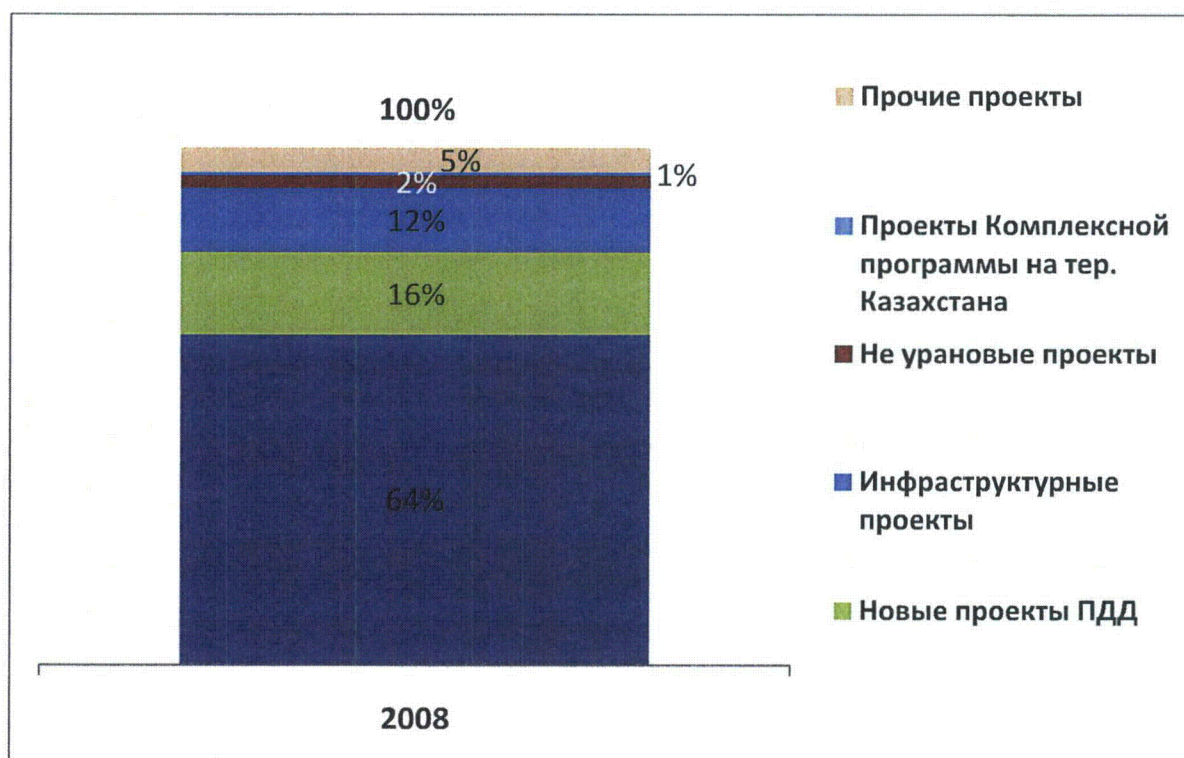
Investment in the operational uranium mining enterprises in 2008 accounted for the biggest share of the total investments – 64%. Investments in the development of infrastructure and development of resource base in 2008 accounted for an approximately percentage (Fig. 6.5).





Infrastructure development  
 Enhancement of efficiency of the deposit development  
 Development of resource base

Figure 6.5. Investment Program Structure by Development Areas, %



\* LTWP – Long-Term Work Program of the State Corporation Rosatom in 2009-2015

Other projects  
 Comprehensive Program projects in Kazakhstan  
 Non-uranium projects  
 Infrastructure project  
 New LTWP projects

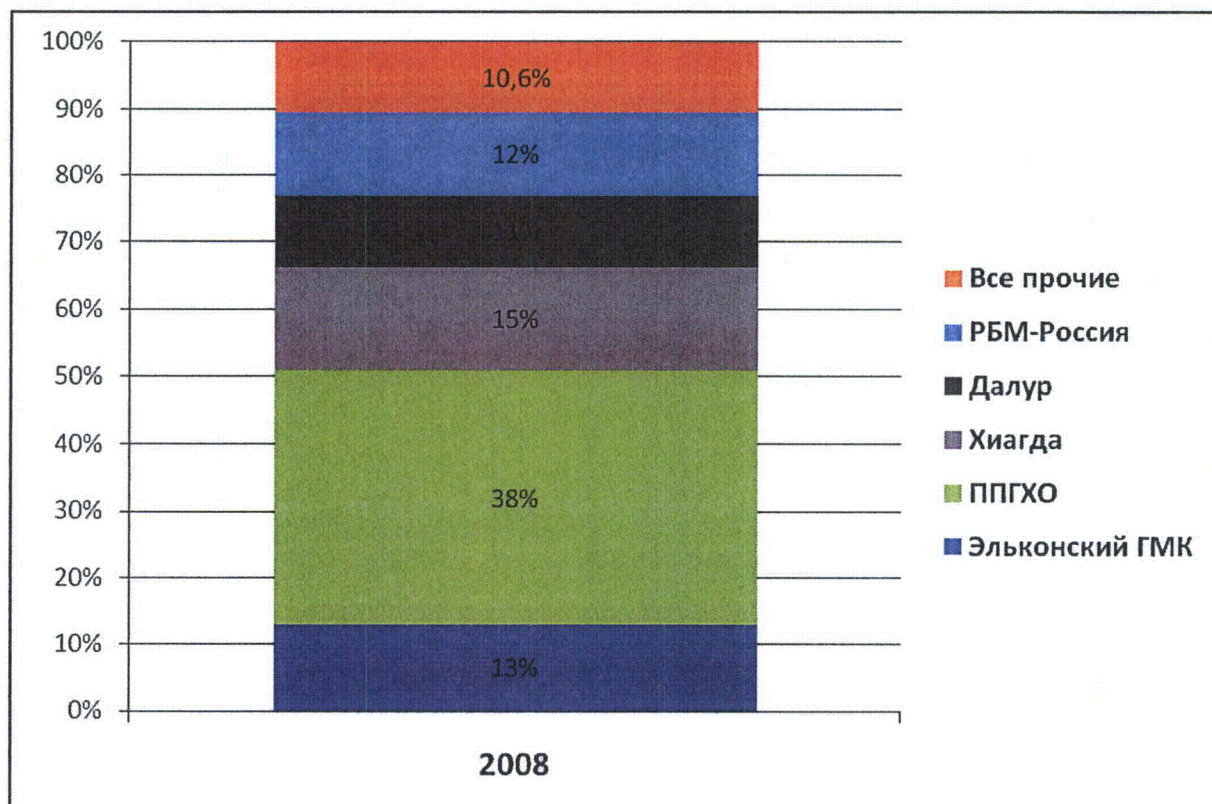
Figure 6.6. Investment Structure by the Project Investment Groups, %

In terms of investment groups in 2008 the investments into the Existing LTWP Projects accounted for 64%, and investments into New LTWP Projects accounted for 16% (Fig. 6.6), i.e. 4 times less than into the Existing LTWP Projects. In 2009 the proportion of investments into these groups will substantially change as the operational enterprises with a high uranium mining costs will be reclassified as a moderate development group projects.

## Investment Projects

### Investments by Projects

To control and manage the investment program by projects the Company uses the investment structure by projects and a system of monitoring and control over performance of the investment program for each project.



All other  
RBM-Russia  
Dalur  
Khiagda  
PPGHO  
Elkon GMK

Figure 6.7. Investment Structure by Projects, %

Investments in 5 of 24 projects which were developed in 2008 accounted for more than 80% of the total investment program.

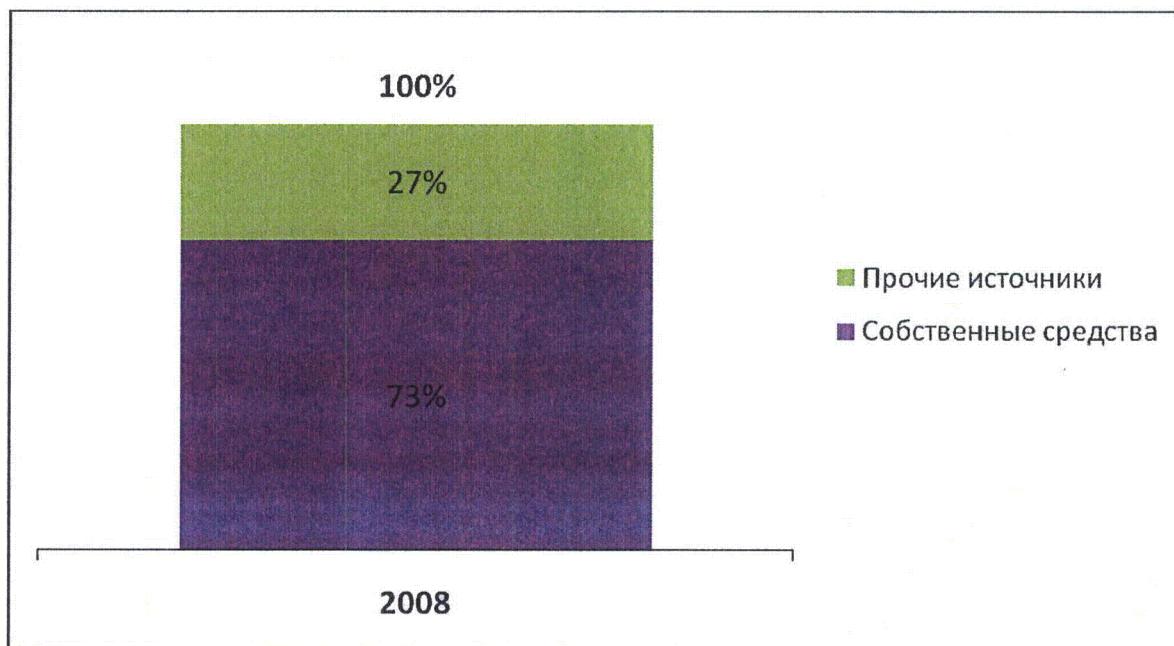
### Financing Sources

To fund its 2008 investment program ARMZ used the following sources of



financing:

- equity contribution made by Atomredmetzoloto's shareholder – OJSC TVEL;
- own funds of Atomredmetzoloto;
- own funds of the Company's subsidiaries and affiliates;
- borrowings from credit institutions obtained by Atomredmetzoloto, its subsidiaries and affiliates.



Other sources  
Own funds

Figure 6.8. Structure of Investment Sources, 2008, [%]

The Company's 2008 investment program was funded mainly (73%) with its own funds (Fig. 6.8).

### 6.5. Goals and Development Objectives in 2009 and in the Long Term

Pursuant to the business strategy of Atomredmetzoloto the key objective of the Company's development in the long term is to strengthen its positions in the global uranium market, achieve leadership in mining of natural uranium and procure energy security of Russia.

The key development objectives of the Company in 2009-2015 are:

- Develop uranium mining facilities in Russia and abroad.
- Maintain competencies in mining and exploration of uranium in Russia.
- Satisfy natural uranium export requirements of OJSC Atomenergoprom/State Corporation Rosatom.
- Form a high-yielding asset portfolio.
- Enter the international market of natural uranium.
- Procure access to the natural uranium reserves with low production costs.
- Ensure financial stability during the Company's development phase.

The key development objectives determine and form the development strategy of the Uranium Holding ARMZ in 2009-2015.

## 7. Technologies and Innovations

### 7.1. Currently Applied Technologies

Subsidiaries and affiliates of ARMZ manufacture the following end products:

- OJSC PPGHO produces uranium in form of uranium oxide under TU 95-1981-89, rev. 3 (1996)
- CJSC Dalur and OJSC Khiagda produce uranium in form of ammonium polyuranate under TU 95 2822-2002.

**OJSC PPGHO produces uranium** in the underground mine and the ore is subsequently processed at hydrometallurgical refining plant; the end product is uranium oxide.

Ore processing technology includes coarse grinding, radiation separation of the leaner portion of the raw material, semiautogenous grinding in *Cascade* mills with subsequent ball-milling, concentration of the resulting pulp, sulphuric-acid leaching of the pulp heated with the oxidized (manganese superoxide), partial neutralization of the leached pulp by fluxing stone, extraction of uranium from the pulp by sorption, alkaline-sulphate desiliconization of the sorbent, two-stage neutralization (by fluxing stone and then by lime) of the discharged pulp and storage of the same at the tails facility, scavenging of uranium strippings by extraction with subsequent baking of re-extracted crystals of ammonium uranyl carbonate and recovery of uranium oxide as the end product.

These production schemes are implemented using the state-of-the-art and highly efficient equipment items with high per unit capacity which were installed in the buildings and premises of the hydrometallurgical works located several kilometers away from the mines.

The hydrometallurgical plant encompasses the following main production facilities: coarse grinding facility, radiation separation plant (RSP), condensers with pump stations, main plant shop (primary product grinding, leaching, sorption, extraction and baking facilities, molybdenum products recovery facilities, etc.), and the auxiliary facilities (chemical agents, fluxing stone processing, tails handling), repairs and mechanical workshop, compressor shop, administrative and on-site quarters, etc.

**CJSC Dalur, OJSC Khiagda, JSC JV Zarechnoye, JSC JV Akbastau and LLP Karatau produce uranium** by way of in-situ leaching by sulfuric acid fluids pursuant to the following technological scheme:

- in-situ leaching of uranium by sulfuric acid fluids, lifting of the pregnant solutions by pumps and transportation thereof through pipelines to the pregnant solutions processing unit;
- extraction of composite uranyl-sulphate ions by sorption from sulfuric pregnant solutions onto the exchange resin,



- flushing of uranium-saturated exchange resin from mechanical slurries (silts, broken or small-graded sorbents) at the sorption coils,
- desorption of the uranyl-sulphate ions from the saturated exchange resin by nitrate fluids and the recovery of commodity-grade uranium desorbate;
- denitration of the desorbed resin by sulfuric acid solutions,
- flushing of the regenerated exchange resin with process water,
- return of the flushed regenerated exchange resin to the uranium sorption section,
- (for JSC JV Akbastau): loading of the commodity-grade uranium desorbate into acid tank trucks and delivery thereof for subsequent processing to Taukent Mining and Chemical Plant for refining. The acid tank trucks for their return way are loaded with sulfuric acid at the Central Auto Terminal to accommodate the need in sulfuric acid for purposes of the in-situ leaching.

In all other companies producing uranium by the in-situ leaching, the technological process continues as follows:

1. Concentration of the commodity-grade desorbate at the concentration unit: production of ammonium polyuranate.
2. Filtration and flushing of the recovered residue at the filter press.
3. Loading of the recovered product into shipping containers.

The Kazakh companies bake the product obtained at the filter press until the uranium oxide is received in compliance with ASTM C967-02, and then load it into shipping containers.

## **7.2. Key Innovation Areas**

In 2008 the subsidiaries and affiliates of OJSC Atomredmetzoloto carried out a number of innovations as part of R&D and preproduction activities. Financing of R&D costs under priority target "1.8. Uranium Production and Processing" of the R&D General Schedule and the innovation projects of OJSC Atomenergoprom was effected out of the investment program funds and the operating revenues of the companies.

Activities relating to Priority Target 1.8 generated the following key results.

As regards Target "1.8.1. Section of Stand-By Fields Development Methods and Uranium Ores Processing Technologies", a comprehensive ore preparation, beneficiation and processing technology was developed and tested at the laboratory level for gold and uranium ores of Kurung and Elkon upland fields of Elkon uranium ore province.

As regards Target "1.8.2. Enhancement of In-Situ Leaching (ISL) Uranium Production Technology": the Company is testing a new technological scheme of ISL with the use of sulfuric acid and hydrogen peroxide as oxidizer at Khohlovsky field of Zauralsky uranium ore province. This technological scheme allows to reduce materially the consumption of sulfuric acid and the time required to complete development of the operation sites.

As regards Target "1.8.3. Technical and Methodological Coverage of Fields Development", the Company: (1) developed and introduced in CJSC Dalur an information system which automatically forecasts the changes in reserves and manages the production complex of the enterprise, (2) developed and installed a filter to clean the process fluids from coarse slurries which increases by a factor the time between overhauls required for the pressure wells to reach the desired output level. This solution is in line with the international standards; (3) obtained favorable results during electrochemical corrosion protection tests of pumps and technological equipment.

As regards Target "1.8.4. Improvement of Uranium Production Technologies and Machines at the Operating Enterprises", the Company: (1) introduced methods and technical measurement tools to prevent and predict mine shocks which allow to reduce emergencies in the underground workings of OGSC PPGHO's uranium mines; (2) improved the technological details and increased the automation level of uranium extraction from pregnant solutions and manufacturing of end products at CJSC Dalur. Research and design activities were carried out with the involvement of industry-specific institutes (OJSC VNIPIromtekhnologii, OJSC VNIIHT) and the leading international industrial companies (SRK, Hatch).

### **7.3. Intellectual Property**

OJSC Atomredmetzoloto is at the early stage of forming its own intellectual property base. The company will acquire licenses for the new highly-efficient technologies and machines as part of its subsequent operations after the promotion and implementation program for the priority innovation projects is set up.

Company's action plan in respect of patent protection of technologies and solutions includes the following features:

1. Regulation of intellectual property issues in Uranium Holding ARMZ will have a comprehensive nature and be based on the statutes (constitutional and federal laws, decrees of Russian President), subordinate laws (governmental decrees, agencies' orders and regulations) and local regulatory acts (civil contracts and administrative acts).
2. Creation of patent office at OJSC Atomredmetzoloto.
3. Inventory audit of intellectual property assets at the Uranium Holding ARMZ.
4. Development, formation and supplement of intellectual property assets data bank of the Uranium Holding ARMZ.

### **7.4. Information Technologies**

At present information technologies ensure complete informational support of the primary activities of OJSC Atomredmetzoloto involving production of natural uranium. The information technologies (IT) play an important role in facilitation of business processes of every modern enterprise, and constitute the most important management tool. In this connection the main IT development areas are support and development of the existing production enterprises.

With a view to attaining the established goals, the company is working on the

unified information policy (IT strategy) to provide for a unified and negotiated action plan for IT infrastructure, information systems and IT units development which will serve to address the goals and objectives of the company's group over a 5-year period.

As part of the IT infrastructure development, the company's standard is to use the hardware from leading international manufacturers, like IBM, HP, Cisco, Avaya.

The current IT infrastructure of OJSC Atomredmetzoloto includes the centralized and secured data storage systems based on the IBM products, highly-efficient failure-safe servers based on HP BladeSystem C7000, and a virtual servers cluster running under VMware ESX Server. The internal network structure is built on Cisco products which ensure reliable, failure-safe and secured network connections. Company's communication system is arranged as Voip using Avaya Definity 8500 ATX. The backbone IT infrastructure is based on Microsoft products (Windows 2003, Microsoft Exchange 2007, Microsoft SQL 2005, etc.), which are licensed under Microsoft Enterprise Agreement between the parent company OJSC Atomenergoprom and Microsoft.

These solutions ensure 7x24 guaranteed access to the information systems and data. The reserve communication channels create reliable and guaranteed connections.

The Company facilitates its current business processes with a number of proprietary solutions which automate the budget planning and budget control within the Company. Accounting, tax and personnel records are maintained within 1C software.

With a view to creating more effective management and control mechanics in the group of companies, the Company launched the IT project involving creation of the automated document management system for organizational and administrative documents based on Documentum, a solution provided by EMC.

With a view to improving the operational efficiency of IT units in the group of companies the Company has been deploying the unified automated system to support and manage the IT services using the best practices of IT Infrastructure Library (ITIL) based on Naumen Service Desk software.

## 8. Risk Management

Since its formation the holding strived to create a system of risk management for the ARMZ group companies. In 2008 ARMZ finalized its approach to structuring the risk management system and determined its long-term goals by creating a comprehensive Enterprise Risk Management System ("ERMS") which includes the following ongoing processes:

1. Identification of risks.
2. Assessment (ranking) of risks (determination of the general weight of a particular risk for the Company on the basis of assessment of the risk probability and its potential impact on the company's business in general).
3. Development of risk response and risk mitigation methods.
4. Risk control and monitoring.

In 2008 the Company continued to form the basis for further ERMS development and improvement.

### 1. Identification of risks

With a view to initial identification of risks ARMZ has taken the following steps:

- the Company developed a risk map of the parent company using the questionnaire method and interviews with the personnel of the parent company;
- the Company conducted risk audit of its mining companies – OJSC PPGHO, CJSC Dalur, OJSC Khiagda. The risk audit was performed by an insurance broker Willis, one of the major professional companies in risk management and insurance.

### 2. Assessment (ranking) of risks

To assess the identified risks the Company used various systems of risk ranking, including:

- determination of general weight of each identified risks using a five score system of assessment of probability and impact of each risk;
- Risk Healthcheck system which allows to assess the general condition of a company by various lines of its business. Such assessment is required to gain a general understanding of the existing risk management system of the group companies;
- analysis of financial sensitivity of the companies, that is calculation of an acceptable level at which materialization of risk will not be catastrophic for the company.

As a result of the analysis the following risk groups have been identified (Table 10.1):

- A) production risks;
- B) financial risks;
- C) corporate risks;
- D) business risks.

### 3. Development of risk response and risk mitigation methods

Minimization of financial and corporate risks was performed first of all through implementation of a focused policy of the parent company aimed at transfer of financial

risks to and their management by ARMZ. This approach is applied through establishment of control over main cash flows of the companies, from development of an investment memorandum and control of investments to sales of the products (ARMZ is the purchaser of its companies' products, except for the coal and power produced by OJSC PPGHO).

The business risks include in the first place strategic risks (which if materialize may affect the achievement of the Company's goals), and commodity and market risks (arising in connection with the product sales) become more prominent. The nature of business risks is such that despite a low probability if the risk materializes it may result in serious consequences, however, since in most of the cases they materialize due to external factors, such risks as a rule may not be managed. The only method to manage such risks is to diversity the uranium resource base through creation of uranium exploration and mining joint ventures abroad, expansion of uranium product markets, and these measures are within the scope of objectives in ARMZ's business.

As part of its production risk management effort in 2008 the Company took preventive engineering steps, upgraded equipment, and actively worked towards establishing an insurance system which meets the following basic requirements:

3.1. Uniform principles of insurance (on the basis of the standards of compatibility of covering all risks of all companies of the holding which are consistent with the best practices).

3.2. Reliable insurance coverage (system of selection of insurance companies, ongoing monitoring of financial condition of the insurance companies, analysis of insurance payments made by the insurance companies with which the ARMZ group companies maintain insurance policies).

3.3. Economic efficiency of insurance coverage (tariff policy of ARMZ group (corporate client)).

3.4. Maximum level of insurance coverage (analysis of risks to which the companies of the Holding are exposed, review of the provisions of the insurance agreements and distribution of the best drafts among the group companies).

3.5. Procuring mandatory types of insurance to all group companies.

3.6. Enhancement of indemnity guarantees in connection with third parties damage and environmental damage caused by the companies' core business.

3.7. Protection of property interests of the ARMZ group companies.

3.8. Provision of uniform social guarantees to the companies' personnel, including in the form of voluntary personal insurance.

To achieve these goals ARMZ has developed and implemented the insurance reporting system (on a monthly basis since September 2007), as a result of which ARMZ has up-to-date information on the existing insurance contracts and proposed insurance contracts for the next budget period.

#### 4. Risk control and monitoring

The ARMZ group has an ongoing risk monitoring system the purpose of which is to identify new risks or to adjust the description of the risks identified before, with such adjustment triggering a decision to change the risk mitigation method.

As a result, in 2008 as part of implementation of the initial phase of the risk management system, the Company has attained the following objectives:

1. The Company developed a comprehensive understanding of the existing risks.
2. The Company identified its risk management priorities – building a "traditional" de-centralized management system, that is an attempt was made to manage certain types of "pure" risks.
3. The Company developed responses to certain risks.
4. The Company complied with the regulatory requirements.

In 2009 the Company plans to continue implementation of the ERMS:

- develop the internal regulations of the holding which govern the risk management procedure of the Company;
- conduct the next annual risk audit in the ARMZ group companies;
- perform efficiency analysis of the applied risk mitigation methods, adjust and improve such methods;
- improve the approach to management of currency and credit risks of ARMZ;
- identify and implement new risk mitigation methods;
- automate a number of ARMZ' risk management processes.

Key risks of the Company and measures to prevent or mitigate the same are shown in Table 8.1 below.

Table 8.1

| Risk   | Risk Factor   | Degree of Risk | Steps Required   |
|--|---|----------------|--|
| 1  | 2   | 3              | 4  |
| <b>Business Risks (Risks Relating to the Company's Business)</b> |   |                |  |
| <b>Business interruption risk</b>                                | A company is unable to perform its obligations due to interruptions of its operations as a result of any events (loss/damage to property, lack/interruptions in procurement etc.) | High           | Creation of specialized companies of the holding responsible for centralized procurement of key support processes of the mining enterprises, taking preventive engineering actions, upgrade of the facilities, back-up of critical security systems, creation of reserve stock of products to guarantee performance of obligations |
| <b>Risk of loss / damage to the property</b>                     | Risk of loss/damage to the property as a result of various reasons, including fires, floods, water damage, natural disasters, third party illegal acts etc.                       | High           | Insurance of property, upgrade of facilities, prevention activities  |
| <b>Risk of third party liability</b>                             | Risk of liabilities to compensate damages to third parties, including the state, caused by the company's business   | High           | Insurance of third party liability (partially pursuant to the legal requirements)  |
| <b>Human resources risks</b>                                     | Shortage of qualified human resources due to active development of the uranium mining industry  | High           | Creation of training centers on the basis of operating mining enterprises (PPGHO), training of   |

|                              |   |        |  |
|------------------------------|---|--------|--|
|                              |   |        | personnel at higher educational establishments and technical colleges (MGGRU, YAGU, CHPI etc.)   |
| <b>Financial Risks</b>       |   |        |  |
| <b>Currency risks</b>        | Foreign currency fluctuations   | High   | Hedging of currency risks, borrowings in Rubles, accumulation of currency assets, localization of currency risks at the level of the parent company  |
| <b>Credit risks</b>          | Risk of counterparties' default under their payment obligations, risk of growth of the cost of borrowings   | High   | Periodical monitoring of financial statements of major counterparties, banks and insurance companies, regular assessment of counterparties setting limits on counterparty operations using fixed contractual interest rates hedging the cost of borrowings   |
| <b>Inflation risks</b>       | Increase of construction costs, cost of materials, equipment etc.   | High   | Entering into long-term contracts, hedging of prices, R&D to develop new cost reduction methods, tenders among contractors and vendors   |
| <b>Corporate Risks</b>       |   |        |  |
| <b>Investment risks</b>      | Lack of control over the business of subsidiaries and affiliates, losses from investment revaluation  | High   | Introduction of business processes aimed at building a system of control over the operations of the enterprises, introduction of limitations under the charter, budget control, consolidation and re-distribution of investment sources at the level of the parent company, limitation of operating flows of subsidiaries and affiliates |
| <b>Legal risks</b>           | Risk of mistakes in the course of legal review of agreements and contracts  | Medium | Review of legal risks in connection with execution of agreements, independent legal review   |
| <b>Business Risks</b>        |   |        |  |
| <b>Market risks</b>          | Decrease of demand for uranium products Potential competition in the Russian market from the uranium of Canadian and Australian origin with a lower production cost | Low    | Diversification of the uranium product markets, identification of new consumers, entering into long-term contracts, application of new uranium mining and processing technologies  |
| <b>Resource base quality</b> | Decrease of the resource base quality as deposits are developed   | High   | More active exploration work to identify new promising deposits  |

|  |   |  |   |
|--|---|--|---|
|  | and the associated growth of costs to develop deposits and mine uranium |  | and to add reserves of the deposits under development. Diversification of the resource base through creation of uranium exploration and mining joint ventures abroad (Kazakhstan, Namibia, Canada etc.) |
|--|---|--|---|



## 9. Crisis Management Procedures

### Cost Management

The key activities and results of the cost reduction and efficiency enhancement program in 2008:

1. Implementation of the technical upgrade program to replace outdated mining equipment with new, more efficient equipment allowing to enhance labor safety and uranium recovery efficiency (from 93.8% as estimated in 2008 budget to the actual 94.8% in 2008).

In 2008 the technical upgrade program allowed to maintain the end production volumes at OJSC PPGHO alongside significant reduction of the uranium grade of ore due to a higher production rate and the resulting 5% increase in the uranium ore production. If the technical upgrade program had not taken place, with the production rate of 2007 additional 104 employees would have been required which involves additional labor costs.

2. In 2008 energy audit was conducted to identify the reserves for energy costs reduction and more efficient use of generating capacity; the Company implemented a program to establish fair prices for energy resources sold to secure additional income in 2009.

3. In 2008 the mineral extraction tax base was reduced due to a change in the tax calculation base.

### **2009**

The Company's ability to reduce the cost growth rate at its operating entities is a positive factor of planning the operations of the companies within the ARMZ Uranium Holding for 2009.

ARMZ's key activities to reduce the cost growth rates in 2009 involve the following:

1. Reduction of materials and supplies rates.
2. Implementation by SRK of a set of OJSC PPGHO optimization operations:
  - ✓ analysis of the company's security system efficiency and development of recommendations to enhance the same,
  - ✓ assessment of the company's operating efficiency and formulation of policies to increase the production rate through modifications in the process of the operating deposits development (on the basis of one of the mines),
  - ✓ audit of mine design # 6 to reduce costs through optimization of the mining process and selection of the optimal ore enrichment procedures,
  - ✓ assessment of efficiency of the current ore reduction and development of recommendations to enhance the same.
3. Consumer relations management to increase the selling prices of other products of OJSC PPGHO.

4. Development of investment financing policies to enhance the quality of construction management, reduce the time and enhance the quality of work performed; holding tenders for work to guarantee minimum cost and the required quality, reuction of operating expenses and depreciation costs.

5. Optimization of selling, general and administrative costs (SG&A) of ARMZ and operating uranium producers to achieve a 15% reduction of fixed costs.

6. Implementation of the technical upgrade program to cut the share of run-down equipment and rate of repairs, reduce downtimes, enhance the efficiency and safety of production.

7. Outsourcing of non-core business units and operations (repairs and construction, transportation services, geological exploration work) which may be performed on a competitive basis. As a result, the Company plans to optimize the headcount and enhance the quality of work performed.

8. Automation of accounting and planning systems to develop a transparent cost system, enhance the reserves management, the quality of decisions made and management efficiency.

## 10. Corporate Governance

The Company focuses on the development of the corporate governance system as one of the key factors contributing to the efficiency of ARMZ operations as a vertically integrated company.

In this regard the Company sees its key objective in creating a governance system which is not only based on the principles of the Code of Corporate Conduct recommended by the Russian FCSM, such as observance and protection of shareholder rights, efficient operation of management and supervisory bodies, disclosure, but also conforms to the current international standards.

### 10.1. Corporate Structure, Share Capital

#### Information on the Share Capital

As of January 1, 2008 the charter capital of the Company was 453,722 Rubles divided into 453,722 common registered shares with the nominal value of 1 Ruble each, with 100% of such shares owned by OJSC Atomenergoprom.

The registration number and the state registration date of the common shares issuance: 1-01-03912-A dated December 06, 1999.

The Company has not issued any preferred stock.

During 2008, as part of transfer of the assets of Russian uranium producers, the charter capital of the Company was increased through the issuance of additional 3,955,586,175 common shares. As consideration for such shares OJSC TVEL transferred the shares of OJSC PPGHO, OJSC Khiagda and CJSC Dalur.

As of December 31, 2008 the charter capital of the Company was 3,956,039,897 Rubles, divided into 3,956,039,897 common registered shares with the nominal value of 1 Ruble each.

#### *Company's Shareholders as of December 31, 2008*

| No. | Name of Shareholder | Number of shares held by the shareholder | Interest in the charter capital, % |
|-----|---------------------|--|------------------------------------|
| 1   | OJSC Atomenergoprom | 453,722                                  | 0.011                              |
| 2   | OJSC TVEL           | 3,955,586,175                            | 99.989                             |

#### *Information on the Company's Registrar*

Pursuant to Resolution of the Board of Directors (Protocol No. 17 dated December 5, 2008) on December 29, 2008 the maintenance of the share register of the Company was assigned to the Registrar – Open Joint-stock Company R.O.S.T.

Details of the Registrar:

MSRN 1027739216757, TIN 7726030449,

Registered address: Moscow, Stromynka street, 18, bldg. 13

Phone/fax (495) 771 -73 -36

### Corporate Structure



Fig.

| Structure of Management Bodies    | Structure of Supervisory Bodies |
|-----------------------------------|---------------------------------|
| General Shareholders Meeting      | Audit Commission<br>(3 members) |
| Board of Directors<br>(5 members) |                                 |
| General Director                  |                                 |

## **10.2. Management and Supervisory Bodies**

### General Shareholders Meeting

The General Shareholders Meeting is the supreme management body of the Company.

Prior to July 30, 2008 OJSC Atomenergoprom was the sole shareholder of OJSC Atomredmetzoloto (registered address: 119017, Moscow, Ul. B. Ordynka, 24/26, MSRN 1077758081664, TIN 7706664260).

Upon the issuance of additional common shares of the Company as of July 30, 2008 OJSC TVEL became a shareholder of the Company (registered address: 119017, Moscow, Ul. B. Ordynka, 24/26, MSRN 1027739121475, TIN 7706123550).

### General Shareholders Meetings Statistics

|                                      |   |
|--------------------------------------|---|
| Number of meetings conducted in 2008 | 3 |
|--------------------------------------|---|

***Board of Directors***

The Company's Board of Directors is in charge of the general management of the Company's operations.

The Board of Directors of the Company consists of five (5) members.

Pursuant to Resolution No. 7 of the Sole Shareholder of OJSC Atomredmetzoloto dated June 27, 2008 the following persons are members of the Company's Board of Directors:

- Alexei Antonovich Grigoriev
- Vadim Lvovich Zhivov
- Vladislav Viktorovich Korogodin
- Yury Alexandrovich Olenin
- Vladimir Valentinovich Travin

V.V. Travin was elected as Chairman of the Board of Directors, I.M. Yampolsky was elected as secretary of the Board of Directors.

***Brief Biographies of the Board Members*****Vladimir Valentinovich Travin**

Chairman of the Board of Directors since September 7, 2007

Born in 1960, place of birth – village Kozino of Bakakhninsky District of the Gorky Region, graduated from the Moscow Institute of Physics and Engineering and Arzamas Polytechnic College

Professional background (last three years):

|                              |                                |
|------------------------------|--------------------------------|
| December 2005 – January 2006 | Advisor to the Head of Rosatom |
| January 2006 – July 2007     | Deputy Head of Rosatom         |
| July 2007 – present          | CEO of OJSC Atomredmetzoloto   |
|                              |                                |

**Alexei Antonovich Grigoriev**

Board Member as of September 7, 2007

Born in 1952, place of birth – city of Kiev, graduated from the Moscow Chemical Engineering Institute named after D.I. Mendeleev, All-Union Foreign Trade Economy.

Professional background (last three years):

|                          |  |
|--------------------------|--|
| September 1987 – present | Senior Expert, Deputy Director of Uranservice, Director of Uranservice, Deputy General Director – Director of Uranservice, Deputy General Director – Commercial Director, Commercial Director, Deputy General Director, First Deputy General Director, General Director (temporary sole executive body), General Director of OJSC Techsnabexport |
|--------------------------|--|

**Vadim Lvovich Zhivov**

Board Member as of September 7, 2007

Born in 1963, place of birth – Moscow, graduated from the Moscow Energy Institute

Professional background (last three years):

|                               |   |
|-------------------------------|---|
| November 2003 – February 2006 | Vice-President of CJSC Kapitel  |
| March 2006 – August 2007      | Advisor to General Director; First Deputy General Director for Mineral Resource Management; First Deputy General Director; First Deputy General Director and Head of Department for Mineral Resources Supply of OJSC Techsnabexport |
| June 2007 – present           | First Deputy General Director; General Director of OJSC Atomredmetzoloto  |

**Vladislav Viktorovich Korogodin**

Board Member as of September 7, 2007

Born in 1969, place of birth – Moscow, graduated from the Moscow Institute of

|  |  |  |
|--|--|--|
| Physics and Engineering<br>Professional background (last three years):   |  |  |
| June 2004 – April 2007   |  | Deputy Head of the Nuclear Materials Department of Rosatom   |
| April 2007 – October 2007  |  | Deputy Head of the Department for the Nuclear Power Industry and the Nuclear Fuel Cycle of Rosatom         |
| October 2007 – present   |  | Danil Yurievich Kalmakov – Deputy Director of the Marketing and Markets Department of OJSC Atomenergoprom. |
| <b>Yury Alexandrovich Olenin</b><br>Board Member as of September 7, 2007<br><br>Born in 1953, place of birth – city of Kirovabad, Azerbaijan SSR, graduated from the Erevan Polytechnic Institute named after K. Marks, Penza State Engineering University.<br>Professional background (last three years): |  |  |
| January 2004 – March 2007  |  | General Director of FSUE PO START of the town of Zarechny of the Penza Region                              |
| March 2007 – present   |  | First Vice President, President of OJSC TVEL.  |

Members of the Company's Board of Directors do not own any shares in the Company.  
In 2008 no remuneration was paid to the members of the Board of Directors.

#### *Board of Directors Meeting Statistics*

|   |    |
|---|----|
| Total number of the Board meetings in 2008                  | 15 |
| The number of issues reviewed at the Board meetings in 2008 | 28 |

#### *Report of the Board of Directors on the Company's Development in Priority Areas of its Business.*

28 issues relating to the Company's business were reviewed at the Board meetings held in 2008. All resolutions of the Board of Directors have been implemented.

The key resolutions made by the Board of Directors in 2008:

- approval of the Company's participation in joint ventures with Cameco Global Exploration in Russia and Canada (March 26, 2008);
- approval of the decision to issue additional shares (April 28, 2008);
- approval of the Company's participation in a Russian-Armenian joint venture for uranium geological exploration in Armenia (May 13, 2008);
- approval of the Company's participation in the joint venture with VTB Capital (Namibia) (Pty) in Namibia (May 21, 2008);
- approval of the Company's financial and business targets and the overall investment program of the Company and its subsidiaries and affiliates for 2008 (July 21, 2008);
- approval of implementation by the Company of the Zirconium investment project;
- approval of the Company's participation in the formation of OJSC EGMK-Project in cooperation with Rosatom State Corporation acting on behalf of the Russian Federation, and CJSC Elkon GMK (October 31, 2008);
- approval of the the primary areas of the Company's investment activities relating to acquisition of overseas uranium producing assets with low production cost (December 26, 2008).

### General Director

The General Director is the sole executive body of the Company managing its day-to-day operations. He reports to the Board of Directors and the General Shareholders Meeting of the Company

Pursuant to Resolution No. 3 of the Sole Shareholder of the Company dated November 19, 2007 **Vadim Lvovich Zhivov** was appointed to serve as the Company's General Director for a term of 5 years.

V.L. Zhivov, General Director of the Company, is a board member of the following companies: OJSC PPGHO, CJSC Lunnoye, CJSC Elkon GMK, OJSC South Yakutia Development Corporation, OJSC UGRK, OJSC Techsnabexport, OJSC TVEL, CJSC COU (as of December 31, 2008).

In accordance with the employment agreement between the Company and the General Director the annual remuneration is paid to the General Director of the Company pursuant to the resolution of the Board of Directors of the Company subject to the evaluation of the financial and business activities of the Company for the year.

### Audit Commission



Pursuant to the Charter the General Shareholders Meeting of the Company elects the Audit Commission to supervise the financial and business operations of the Company. The Audit Commission must consist of at least three members.

Pursuant to Resolution No. 4 of the Sole Shareholder of the Company dated December 12, 2007 the following persons were elected to serve on the Company's Audit Commission:

| Name                         | Position as of the election date   |
|------------------------------|--|
| Andrei Anatolievich Krapivin | Advisor to the Deputy General Director of FSUE Rosenergoatom                   |
| Victor Alexandrovich Pitel   | Head of the Nuclear Materials Department of Rosatom                            |
| Maxim Yevguenievich Peshkov  | Head of the Budget Planning and Governmental Procurement Department of Rosatom |

The Audit Commission audited the financial and business operations of the Company for 2007 (report dated May 16, 2008). The audit revealed no violations of the law.

Pursuant to Resolution No. 7 of the Sole Shareholder of the Company dated June 27, 2008 the following persons were elected to serve on the Company's Audit Commission:

| Name                            | Position as of the election date   |
|---------------------------------|--|
| Alexander Ivanovich Sergeev     | Senior Specialist of the Nuclear Materials and Spent Fuel Records Management of the Department of Nuclear Units, Nuclear Materials and Nuclear and Radiation Safety of OJSC Atomenergoprom |
| Olga Valentinovna Perepechko    | Head of the Investment and Production Costs Accounting Department of OJSC Atomenergoprom   |
| Nadezhda Valentinovna Alyoshina | Senior Specialist of the Department for Budget Management of Subsidiaries and Affiliates of the Economic Forecast, Pricing and Budget Planning Department of OJSC Atomenergoprom           |

The Audit Commission audited the financial and business operations of the Company for 2008 (report dated May 22, 2009). The audit revealed no violations of the law

### 10.3. Management Structure

#### List of the Company's Subsidiaries and Affiliates

| N<br>o | Full name of the subsidiary or affiliate                                      | Interest in the charter capital, % |                               |
|--------|---|------------------------------------|-------------------------------|
|        |   | as of January 1,<br>2008           | as of<br>December 31,<br>2008 |
| 1      | Open Joint-Stock Company Uranium Ore Mining Company                           | 100                                | 100                           |
| 2      | Closed Joint-Stock Company Elkon Mining and Metallurgical Company             | 100                                | 100                           |
| 3      | Closed Joint-Stock Company Olovskaya Mining and Chemical Company              | 100                                | 100                           |
| 4      | Closed Joint-Stock Company Uranium Mining Company Gornoye                     | 100                                | 100                           |
| 5      | Open Joint-Stock Company Khiagda  | 0                                  | 100                           |
| 6      | Limited Liability Company Agrofirma Itmanovo                                  | 0                                  | 99.986                        |
| 7      | Closed Joint-Stock Company Dalur  | 0                                  | 97.96                         |
| 8      | Open Joint-Stock Company Priargunskoye Production Mining Chemical Association | 0                                  | 78.61                         |
| 9      | Closed Joint-Stock Company RUSBURMASH   | 0                                  | 51                            |
| 10     | Limited Liability Company Karkhu Geology                                      | 0                                  | 51                            |
| 11     | Closed Joint-Stock Company Lunnoye  | 25                                 | 50.04                         |
| 12     | Closed Joint-Stock Company Armenian-Russian Ore Mining Company                | 0                                  | 50                            |

| N<br>o | Full name of the subsidiary or affiliate                          | Interest in the charter capital, % |                               |
|--------|---|------------------------------------|-------------------------------|
|        |   | as of January 1,<br>2008           | as of<br>December 31,<br>2008 |
| 13     | Private Limited Liability Company Runex Uranium                   | 0                                  | 50                            |
| 14     | Northern Basins Uranium Ltd.                                      | 0                                  | 49                            |
| 15     | Open Joint-Stock Company<br>South Yakutia Development Corporation | 25.1                               | 25.1                          |

*List of Companies Controlled and Managed by the Company*

| N<br>o | Name                             | Name of subsidiary or affiliate<br>holding shares (interests)  | Subsidiary's<br>or affiliate's<br>interest in the<br>charter<br>capital*, % |
|--------|----------------------------------|--|---|
| 1      | JSC JV Zarechnoye                | OJSC UGRK  | 49.67   |
| 2      | JSC JV Akbastau                  | OJSC UGRK  | 25.002  |
| 3      | LLP JV Rusburmash-<br>Kazakhstan | CJSC Rusburmash  | 51  |
| 4      | LLC Dalur-Finance                | CJSC Dalur   | 100   |
| 5      | LLC Firm Geostar                 | LLC Agrofirma Itmanovo   | 97.97   |
| 6      | LLC ESK ARMZ                     | OJSC MMCA, CJSC Dalur, OJSC<br>Khiagda, CJSC OMCC,<br>CJSC UMC Gornoye, CJSC Elcon<br>mmc, CJSC Rusburmash | 100   |
| 7      | AFEX Company                     | Runex Uranium  | 25%   |

As of December 31, 2008

#### **10.4. Report on Dividends**

*Information on dividends paid by the Company for the last three years:*

|                               | 2006       | 2007    | 2008       |
|-------------------------------|------------|---------|------------|
| Amount of dividends paid, RUR | 11,282,600 | 890,400 | 87,860,720 |

The Company does not have any dividends arrears.

No dividend payments are planned pursuant to the 2008 net profit distribution project. As of the date of this Annual Report the management bodies of the Company have not made a decision on the 2008 net profit distribution.

#### **10.5. Major and Interested Party Transactions**

In 2008 the Company's management bodies approved the following transactions which are subject to approval as major transactions in accordance with the Federal Law on Joint-Stock Companies.

| No. | Decision of the management body (date/No.)   | Agreement (date/No.)            | Subject of the Agreement     | Counterparty       | Transaction Amount, US\$ |
|-----|--|---------------------------------|------------------------------|--------------------|--------------------------|
| 1   | Resolution No. 5 of the Sole Shareholder dated April 7, 2008                           | 242/07-B-3 dated April 25, 2008 | Pledge of property rights    | Gazprombank (OJSC) | 125,000,000              |
| 2   | Resolution of the Company Board of Directors (Protocol No. 19 dated December 26, 2008) | 42/09-B dated March 5, 2009     | Extension of credit facility | Gazprombank (OJSC) | 470,000,000              |

In 2008 the Company made no interested party transactions requiring approval by the management bodies in accordance with the Federal Law on Joint-Stock Companies.

## 11. Sustainable Development

### 11.1. HR Policy

The most valuable resource and competitive advantage of the Uranium Holding ARMZ is its employees who share goals and create value of the Company. Only a strong team is able to achieve the strategic goals of the Company and efficiently attain its objectives when faced with ongoing changes.

The objectives of the Uranium Holding's human resources policy are the following:

- attracting young professionals;
- retaining knowledge and skills of the industry's long-standing employees;
- retaining highly-qualified specialists;
- motivating personnel in order to increase the Company's operational efficiency;
- encouraging innovation.

#### HR Policy Instruments:

Attracting young professionals - is achieved by active cooperation with higher educational establishments and specialized colleges of the industry. Along with that, the Company engages experienced specialists from Uzbekistan, Kazakhstan, Ukraine and China.

Retaining knowledge and skills of long-standing employees - is achieved by deploying a system for managing critical knowledge as an integral part of the knowledge management system within the industry. Knowledge is shared with the young professionals through mentoring.

Retaining highly-qualified specialists - is achieved through implementation of the social policy aimed at housing provision for young specialists and their families, improvement of a system of voluntary medical insurance (VMI), use of alternative options of the State Pension Insurance (SPI) on the funded component of a retirement pension and cooperation with different non-governmental pension funds (NPFs).

Motivating personnel - is achieved through implementation of the efficiency management system which includes improved remuneration methods and tying the variable remuneration component to the key performance indicators (KPIs). In the end of 2008 the Company started implementation of the unified remuneration system at all enterprises of ARMZ group.

The Company's HR Policy is based on the following main principles:

- 1) transparency;
- 2) introducing innovations;
- 3) quality;
- 4) efficiency.

*Headcount of OJSC Atomredmetzoloto:*

|           | August - December 2007 | 2008 |
|-----------|------------------------|------|
| Headcount | 242                    | 252  |

*Staff Structure of OJSC Atomredmetzoloto*

|                         | August - December 2007 | 2008 |
|-------------------------|------------------------|------|
| <b>- age:</b>           |                        |      |
| under 30                | 64                     | 86   |
| from 31 to 50           | 71                     | 105  |
| 51 or older             | 30                     | 28   |
| <b>- gender:</b>        |                        |      |
| male                    | 98                     | 124  |
| female                  | 67                     | 95   |
| <b>- education:</b>     |                        |      |
| higher vocational       | 142                    | 190  |
| intermediate vocational | 9                      | 12   |
| elementary vocational   | 5                      | 8    |
| general secondary       | 9                      | 9    |

*Advanced Vocational Training and Career Development*

In 2008 ARMZ launched the process of developing of a systematic structured approach to the Company's personnel development. The Company identified the following priority areas of personnel development:

- Providing individual training of the Company's employees in order to upgrade their skills and qualifications. In 2008, 59 employees of OJSC Atomredmetzoloto received individual vocational training, training costs amounted to 0.5% of the Company's payroll fund.
- Creating the talent pool in order to enhance the top management development for the Company's mining subsidiaries.

For the purpose of attracting young specialists, in 2008 the Company's enterprises set up special projects aimed at:

- Special-purpose contractual preparation of prospective students.
- Conducting practical training for students.

*Recruitment Process*

In 2008, ARMZ's Personnel Department filled 118 vacancies in OJSC Atomredmetzoloto and 18 vacancies in its subsidiaries and affiliates.

To enhance the efficiency of its recruitment efforts the Company's applies the following methods:

- publication of recruitment advertisements in mass media: specialized publications, dedicated web-sites, job-search web-sites;

- use of recruitment agencies;
- use of personal recommendations of the Company's employees.

In 2008, the Company developed and launched the Key Employee Recruitment and Retaining Programs at the level of its subsidiaries and affiliates. At the end of 2008, the average staffing level of all operating enterprises of ARMZ was 90%.

### Youth Policy

Efficient implementation of the youth policy is one of the priority tasks of the Company's Personnel Department for 2008-2010.

In 2008, in order to attract young specialists, Uranium Holding ARMZ entered into contracts for the senior students of the Chita State Technical University, Irkutsk State Technical University, Tomsk Polytechnic University for practical and pre-graduation internship at the Company's enterprises. In June 2008 ARMZ participated in a recruitment fair which was held in the Moscow State Mining University which allowed the Company to create a database of young specialists willing to start their career at the mining enterprises of the Company.

One of the objectives of the HR departments of ARMZ is to make full use of professional and creative potential of the Company's young employees, in particular:

- facilitate the fastest possible adaptation of young specialist;
- coaching;
- introduction of young specialists to specific features of an enterprise;
- career plan development and implementation.

Special attention is given to organizing leisure activities for young specialists. The Company's trade union arranges excursions, theme parties for the young people and culture and art events.

Transfer of unique knowledge and experience, technologies and traditions accumulated in the industry, creating socially attractive working conditions for young specialists - these are the main objectives of the Company's youth policy.

### Headcount Optimization Plans

Along with the short-term and long-term plans of development of new mining enterprises, in 2008 the Company launched the Program of the Organizational Structure and Headcount Optimization, a program it intends to further implement in 2009-2010 to maximize the operational efficiency and promote business efficiency in general.

Improvements in organizational structure and the Company's headcount optimization will allow to:

- attain the strategic development objectives of the Holding;
- reduce overhead costs;
- manage the costs of contractors' services;
- enhance competitiveness of the Company's products by reducing their production cost;
- improve the quality of services consumed by the core operating enterprises of the Company;

- increase operating efficiency;
- improve the management system of the Company's enterprises.

From the point of view of similar modern facilities an ideal mining and processing enterprise consists of several production facilities depending upon the type of its products. All service and auxiliary units are required to provide the core operating units with the full range of necessary non-specific services (construction, transportation, communications, etc.) in a timely manner.

The main underlying principle of the Company's organizational structure optimization and reform of the enterprises' structure is based on the idea of creating legally independent specialized companies which will perform a particular type of activity or delegation of specific powers to the existing enterprises and building transparent contractual relations with them.

## **11.2. Social Policy**

### *Summary of the Company's Social Policy*

Efficient social policy is one of the key factors for ARMZ to maintain its attractiveness and competitiveness as an employer in the employment market.

In 2008, ARMZ launched the process of centralization and unification of the key aspects of the social policy of all of the Company's subsidiaries and affiliates, gathered the information about the specific features of the social policy of each enterprise which was then used as the basis for the ARMZ' Personnel Department to develop measures aimed at solving social and economic issues:

- increase operational efficiency, reduce production cost;
- increase working efficiency and offering attractive social packages by outsourcing some non-core functions and by establishing market relations with the Company's key production units;
- implement unified corporate programs;
- introduce and implement the industry-specific social standards.

### *Information on Employment, Remuneration and Social Protection of the Company's Personnel*

Currently ARMZ together with its subsidiaries employs over 13,000 people.

All social guarantees are provided by ARMZ strictly in compliance with the Labor Code of the Russian Federation and collective bargaining agreements of the Company's enterprises.

In 2008 as well as in 2007, the Company used the time-based system of remuneration.

The Company's system of motivation is based on provision of a competitive salary level, supporting and stimulating the professional development of the Company's employees and offering of an attractive benefit package.



All payments to the Company's employees are made in accordance with the laws of the Russian Federation.

### *Social Programs and Investments, Social Infrastructure Development*

Some enterprises of the ARMZ group have collective bargaining agreements pursuant to which ARMZ provides support to the Company's employees, pensioners and veterans. All enterprises fostered a corporate culture with a view to ensuring social stability and favorable psychological climate.

The Company provides housing to its young specialists and highly-qualified professionals.

To develop the Company and protect the employees' interests, the Company actively works with federal, regional and local authorities.

Most of the Company's enterprises have a voluntary medical insurance (VMI) program for their employees. Some categories of the Company's employees are provided with the corporate mobile phones. The Company arranges corporate parties and celebrations for its employees (the New Year, Defender of the Motherland Day, International Women's Day, the Company's employees' birthdays).

### *Charity and Sponsorship*

OJSC Atomredmetzoloto makes serious effort to support socially important events and programs in those regions of the Russian Federation where the Company has operations.

In 2008 the Company participated in financing of a number of charity and sponsorship events, including:

- ✓ The Fourth International Sports Games Children of Asia in the Republic of Sakha (Yakutia). Children from 60 Russian regions and from Asia-Pacific Region participated in the Games. The Accumulated Fund of the Children of Asia International Sports Games - Bargaryy National Renaissance Foundation under the President of the Republic of Sakha (Yakutia).

- ✓ The Illustrated Books for Small Blind Children Foundation. Purpose of the Foundation - production of books for blind and visually impaired children, shipment to the target regions: the Republic of Sakha (Yakutia) and the town of Krasnokamensk.

- ✓ Donations to the Children of War charity event - humanitarian aid to children who suffered from the war in the Russian territory and who are now living under inhuman conditions in refugee camps located in Ingushetia and Chechnya.

- ✓ Charitable contribution by the Institute for Regional Policy autonomous non-profit organization to the Megaprojects of Russia Economic Forum in Yakutsk.

## **11.3. Quality Management System**

The Company's quality management policy is to develop mining of uranium and

other resources using state-of-the-art and economically efficient mining technologies, latest achievements in science and technology, with continued research and development in support of the existing processes aimed at:

- developing the resource base;
- finding solutions to bottlenecks of the technologies used by the Company;
- pilot testing of the proposed technologies.

The Company's quality management system is organized and operated in accordance with the recommendations on process management within the Quality Management System R 50-601-46-2004, a system based on the governmental standards GOST R ISO 9000-2001, GOST R, ISO 9001-2001, GOST R ISO 9004-2001.

*1. Development of Operating Plans and Performance Indicators of the Enterprises.* During the year the Company was developing the strategic development programs for its operating enterprises, enterprises under construction and proposed enterprises. Such programs for the basis for preparation and implementation of the annual production plans and the finished product sale plans, for construction of new production facilities, reconstruction, upgrade, replacement of equipment and tools, application of new materials and technologies.

The Company prepares procurement plans, mining, geological exploration, drilling and production well development plans, infrastructure development in the pregnant solution production sites.

*2. Integration and Centralization of Production Processes.* The finished products of the enterprises comply with the specifications and requirements approved by their executives and by the design entities.

To handle the centralized procurement and logistics for its subsidiaries and affiliates the Company set up a service company LLC ESK ARMZ.

*3. Operating Management of the Company's Enterprises and Performance Indicator Control.* The Company has an established operating control system over the production activities at all the Company's enterprises pursuant to which key indicators (resources availability and production) are subject to regular (daily, weekly, monthly) internal and external audit of the production activities of the Company's operational enterprises and enterprises and under construction. The Company's specialists perform an ongoing assessment of the condition of the production facilities of the Company's operational enterprises which includes regular visits to the production sites of the enterprises of the Company's senior management and specialists to evaluate condition and performance of equipment, industrial and occupational safety systems, examine the working documentation, monitoring of compliance with the operating regulations, establishing norms and maintaining records of utilization of materials, equipment, energy and human resources.

Operational control allows the Company to identify risks which affect the Company's business, perform an ongoing evaluation of such risks and to promptly take steps to mitigate the risks.

*4. Enhancement of Management and Operating Processes Efficiency of the Company's Enterprises.* Subject to the results of on-site audits in which the executives and specialists of the enterprises participate, the Company's develops the following: corrective action plans, plans aimed at increasing operational and management efficiency, plans of improvement of operating procedures, plans of production and financial risk reduction. The Company is working towards encouraging its employees to ensure efficient, safe and productive work and timely performance of their assignments.

The quality management functions at the level of the Company's subsidiaries and affiliates are performed by their Quality Control Departments which are independent structural units of the enterprises and report directly to the general directors of the enterprises.

The Quality Control Departments perform the following main functions:

- incoming control of raw materials and chemical agents,
- control over main process parameters in accordance with the approved process and goods inspection charts,
- quality control of products of the core facilities, preparation of the product quality certificates,
- review of quality claims, identification of reasons for faulty production and defective products performed by the Company's senior specialists and the related departments,
- investigation of the reasons of defective production, implementation of quality improvement and defective production preventive measures.
- development of long-term plans aimed at improving the Company's operational activities and its product quality control system.

Quality Management System Improvement Plan for 2009. The Company proposes to focus its efforts on streamlining its technical documentation governing gathering and processing of operational information procedures (standardization of daily summaries and reporting forms), developing the Company's Quality Manual, personnel training standards, conducting self-inspection procedures, certification of the work places, employee certification procedures, improving the management structure, improve the regulations on the Company's units and job descriptions.

In 2009 SRK Consulting will continue the audit of processes and economic aspects of the Company operating units.

#### **11.4. Safety, Labor and Environmental Protection**

##### *Industrial Safety of OJSC Atomredmetzoloto*

Industrial safety related activities of OJSC Atomredmetzoloto in 2009 were conducted in accordance with the Company's Action Plan and the regulatory documents of the State Corporation Rosatom and OJSC Atomenergoprom in the following key areas:

1. Ensuring of physical protection of nuclear materials, nuclear plants and nuclear

storage facilities.

2. Improvement of information security of the Company.

3. Information security in the context of extensive information and knowledge exchange between the Company and its foreign counterparties through channels of international cooperation.

4. Provision of advice and practical assistance to the Company's subsidiaries in set up/improvement of their systems of physical protection and strengthening their antiterrorist protection.

5. Setting up the Company's compliance department.

6. Creating the security system in the new office.

In 2008, the Company fulfilled its security measures plan. No unauthorized activity with respect to nuclear materials, nuclear plants and nuclear storage facilities took place.

#### Summary of the Company's Security System

In order to strengthen the security and protection of the Company's material, financial, information and human resources against terrorist threats, Atomredmetzoloto implements special security measures aimed at protection of the state and commercial secrets, physical protection of nuclear materials, nuclear plants and nuclear storage facilities.

Physical protection of Atomredmetzoloto's facilities is arranged in accordance with Order No. 456 of the Government of the Russian Federation dated July 19, 2007 and orders of the State Corporation Rosatom.

Atomredmetzoloto provides organizational and methodological assistance to its subsidiaries in physical protection, security arrangements, prevention of terrorist acts.

In order to enhance security of nuclear plants, nuclear storage facilities, radioactive substances and sources of ionizing radiation, in 2008 the Company developed projects and specifications for construction/upgrade of automated systems of physical protection of OJSC PPGHO, OJSC Khiagda, CJSC Dalur. Automated physical protection systems have already been installed or upgraded at some of the Company's enterprises.

In 2008, routine inspections of the physical and antiterrorist protection arrangements of the Company's subsidiaries were conducted in the form of anti-terrorism drills and checks performed by the supervisory bodies (Federal Service for Technical and Export Control, Russian Federal Service for Ecological, Technical and Atomic Supervision). Based on the opinions and improvement notices issued as a result of such inspections, the Company developed correction plans to eliminate the deficiencies. The Company's subsidiaries have developed plans to improve their physical protection systems for 2009-2015.

OJSC Atomredmetzoloto takes all steps it is required to take to comply with the legal requirements in the area of information safety as part of the unified policy of the State Corporation Rosatom.

In 2008 the Company introduced regulations governing the protection of its commercial secrets, approved the Regulation on Protection of Information Which Contains Commercial Secrets and the List of Information Which Represents the Commercial Secrets.

The Company organized training for the employees of Atomredmetzoloto and its subsidiaries in information protection procedures including at the industry-specific training centers.

To improve the protection system of information representing commercial secrets and other restricted access information, the Company conducted a pilot testing of computerized information security system the function of which it to detect and eliminate information leakage channels. A stage-by-stage implementation plan was prepared as a result of such testing.

#### *Compliance with the Secrecy Guidelines and State Secret Protection*

OJSC Atomredmetzoloto protects the state secrets and ensures compliance with the secrecy guidelines in accordance with the legal provisions and rules governing the protection of the state secrets, and pursuant to the applicable orders of the State Corporation Rosatom on handling the information which represents a state secret.

OJSC Atomredmetzoloto has a license issued by the Federal Security Service of the Russian Federation to perform the work involving the use of information representing the state secret.

In light of structural and personnel-related changes the Company has established a Compliance Department. The officers of this department, in addition to access rights and security clearance control and maintaining confidential records, ensure compliance of the business processes with the secrecy guidelines and compliance with the secrecy requirements in the course of implementation of the Company's operating plans.

In 2008 the Company no loss of secret documents or leakage of information representing state secrets occurred. No deficiencies were revealed by the controlling authorities.

#### *Nuclear and Radiation Safety*

OJSC Atomredmetzoloto provides for efficient management of the nuclear or radiation safety related activities by all the Company's enterprises. The enterprises' nuclear and radiation safety departments perform their work in compliance with the laws and regulations of the Russian Federation governing the radiation safety matters. The Company's enterprises are certified by the Federal Service for Ecological, Technical and Atomic Supervision to conduct operations involving the use of nuclear or radioactive materials (uranium ore, processing solutions; natural uranium concentrates).

The main responsibility of the Company's nuclear and radiation safety service is to ensure and monitor radiation safety situation in connection with the mining,

processing, storage, transportation of nuclear, radioactive materials and other sources of ionization radiation.

*Operating Subsidiaries of OJSC Atomredmetzoloto*

**OJSC PPGHO.** 4,837 employees of OJSC PPGHO go through a standard individual dosimetry control and use the Automated Working Place for Monitoring the Individual Risk software.

In 2008, the average annual effective radiation exposure (the "effective dose") did not exceed 25% of the maximum allowed level. As compared to 2007 the effective dose decreased from 5.2 microroentgen to 4.3 microroentgen. In order to further reduce the effective dose, OJSC PPGHO constantly works towards improving the radiation situation in its mines.

1. The underground mines were equipped with 145 concrete and wooden isolation dams.

2. 34 measuring points were installed in the incoming and outgoing ventilation risers in the major mine workings.

3. 12 DV-1000 vent doors switched to automatic mode.

4. 96 heater blowers in downcast ventilating shafts were repaired and replaced.

**CJSC Dalur.** 32 employees of the enterprise go through a standard individual dosimetry control. The average annual radiation exposure in 2008 did not exceed 10% of the maximum allowed effective dose and was 1.6 microroentgen.

**OJSC Khiagda.** 70 employees of the enterprise go through a standard individual dosimetry control. The average annual radiation exposure in 2008 did not exceed 10% of the maximum allowed effective dose and was 1.89 microroentgen.

External radiation dose is measured with the individual thermoluminescence dosimeters. Individual doses of radiation are assessed subject to the internal radiation exposure. Control of the main radiation factors (radon activity concentration, equivalent/exposure dose of X-ray and gamma-ray radiation, surface contamination by alfa and beta-nuclides) is performed with the use of certified equipment.

*Occupational Safety and Environmental Protection.*

The key objective of Atomredmetzoloto's occupational and industrial safety policy is to protect its personnel from hazardous production factors through implementation of new mining technologies and developing and improvement of the production process organizational, planning and management systems.

The core idea of the occupational safety policy is the priority of the personnel safety at all stages of the production processes.

The Company's enterprises have established occupational safety management systems (OSS) the purpose of which is to address all legal, socio-economic, organizational, technical, sanitary and preventive treatment in order to ensure occupational safety, protection of life and health of the Company's personnel.

Occupational safety management systems operate through making and implementation of management decisions at all management levels in line with the functions, rights and duties of the executives and staff.

Occupational safety management systems of the enterprises identify the occupational safety factors related to any past, present or proposed operations in order to determine the most substantial impact upon the working environment and safety.

At the current development level of the mining operations the underground mining is the most dangerous mining method. As part of its Occupational Safety Management System OJSC PPGHO has established the Regulations on Assignment-Based Operation which provide for responsibility of the executives and personnel for safe operation. Industrial and occupational safety departments of the enterprises are responsible for coordination of industrial safety matters.

The Atomredmetzoloto's enterprises perform their industrial and occupational safety work in accordance with Federal Law No. 116 dated June 21, 1997 On Industrial Safety of Dangerous Production Facilities, and in accordance with the requirements of the occupational safety laws and regulations. All enterprises have developed and implemented the regulations on monitoring of compliance with the industrial safety requirements applicable to operation of hazardous industrial facilities.

Operational monitoring of occupational safety at hazardous industrial facilities is performed in accordance with the approved schedule of site visits and in accordance with the equipment survey and diagnostics schedule.

To determine the employees' occupational risk, all enterprises conduct certification of the workplaces with respect to working conditions pursuant to the Rules of Assessment and Certification of Workplaces in Term of the Working Conditions, approved by Order No. 28 of the Ministry of Labor of the Russian Federation dated March 14, 1997.

Atomredmetzoloto funds its occupational safety improvement activities in accordance with the Article 226 of the Labor Code of the Russian Federation.

### Environmental Impact

Atomredmetzoloto's Environmental Policy is based on the principles of rational use of natural resources and maximal preservation of the natural environment.

The key objectives of the Environmental Policy of ARMZ-managed enterprises are the following:

- develop and implement measures to mitigate negative environmental impact;
- preserve natural environment in the areas where the enterprises conduct operations, reclaim soil;
- reduce industrial wastewater and hazardous substances release into the environment;
- rationally use energy resources;
- conduct a continuous environmental monitoring.

All enterprises have established systems of control over radiation, environmental and industrial safety.

They have modern laboratories on nuclear and radiation safety and environmental safety.

During the recent years, no claims have been made against the Company's enterprises by any environmental authorities.

All Atomredmetzoloto's enterprises apply an advanced approach to environmental issues, environmental protection and occupational safety.

Environmental pollution charge in 2008 decreased by 36% as compared to 2007. The charge decreased as a result of changing the ash dumps environmental hazard class from the fourth to the fifth one, reduction of overburden rocks at Urtujsky lignite mine and the increased sales of pyrite drosses to the cement industry.



## 12. Financial Statements

### 12.1. Key Financial Results

*Balance Sheet Structure (RUR mln.):*

| Item                   | Opening<br>Balance of<br>2008 | Closing<br>Balance of<br>2008 |
|------------------------|-------------------------------|-------------------------------|
| Fixed assets           | 588                           | 28,440                        |
| Current assets         | 5,839                         | 13,113                        |
| <b>BALANCE</b>         | <b>6,427</b>                  | <b>41,553</b>                 |
| Capital and Reserves   | 491                           | 29,409                        |
| Long-term liabilities  | 4,161                         | 2,631                         |
| Short-term liabilities | 1,775                         | 9,514                         |
| <b>BALANCE</b>         | <b>6,427</b>                  | <b>41,553</b>                 |

The balance sheet total increased more than 6 times as a result of issuance of additional shares by the Company, growth of sales, increase of investment expenditures and loans to subsidiaries.

*Structure of the Profit and Loss Statement (RUR mln.):*

| Item  | 2007, RUR<br>mln. | 2008,<br>RUR mln. | 2008/2007<br>Change, % |
|---|-------------------|-------------------|------------------------|
| Sales revenues                                    | 4,046             | 13,250            | 228%                   |
| Full production cost                              | (2,857)           | (9,462)           | 231%                   |
| <b>Gross revenues</b>                             | <b>1,189</b>      | <b>3,788</b>      | <b>219%</b>            |
| Selling expenses                                  | (119)             | (171)             | 44%                    |
| Administrative expenses                           | (219)             | (903)             | 312%                   |
| Other revenues and expenses                       | (238)             | (2,330)           | 879%                   |
| <b>Pre-tax profit (loss)</b>                      | <b>612</b>        | <b>384</b>        | <b>-37%</b>            |
| Deferred tax assets                               | 14                | (12)              | -183%                  |
| Deferred tax liabilities                          | (0,2)             | (0,8)             | 381%                   |
| Current profit tax                                | (187)             | (163)             | -13%                   |
| <b>Net profit (loss) of the accounting period</b> | <b>439</b>        | <b>209</b>        | <b>-52%</b>            |
| FOR INFORMATION:                                  |                   |                   |                        |
| Recurring tax liabilities                         | 26                | 83                | 218%                   |

Growth of revenues is primarily due to the increased sales in physical terms by 191%.

Production cost growth rate is comparable to the revenues growth rate.

Growth of administrative costs is due to the fact that until August 2007 the average headcount of Atomredmetzoloto was 22 persons. A decision by the State

Corporation Rosatom to make OJSC Atomredmetzoloto the parent company of a group of enterprises mining natural uranium, rare-earth and other mineral resources resulted in the Company's expansion in terms of personnel. As a result, the Company's headcount increased 7.5 times within 5 months.

The key factor of the change of other revenues and expenses were the currency exchange differences losses in the amount of over RUR 1.6 billion under the outstanding currency loans and increased interest expenses as a result of growth of the credit portfolio.

As a result of such changes, the net profit decreased 52% as compared to 2007.

In 2009 the growing US Dollar to Russian Ruble exchange rate will not negatively affect the Atomredmetzoloto's business, since its sales contracts are denominated in US Dollars.

*Structure of the Cash Flow Statement (RUR mln.):*

| Item  | 2007, RUR<br>mln. | 2008, RUR<br>mln. |
|---|-------------------|-------------------|
| <b>Opening cash balance of the accounting period</b>        | <b>39</b>         | <b>1 961</b>      |
| Net operating cash flow                                     | (2,384)           | (2,491)           |
| Net investment cash flow                                    | (640)             | (5,621)           |
| Net financial operations cash flow                          | 4,946             | 8,182             |
| <b>Net increase (decrease) of cash and cash equivalents</b> | <b>1,922</b>      | <b>70</b>         |
| <b>Closing cash balance of the accounting period</b>        | <b>1,961</b>      | <b>2,032</b>      |

Negative net operating cash flow is due to formation of natural uranium stock for the 2009-2010 production program.

In 2009 net operating cash flow will be positive.

*Financial Ratios*

| Item                       | 2007 | 2008 |
|----------------------------|------|------|
| Current liquidity ratio    | 3.3  | 1.4  |
| Total debt to equity ratio | 0.0  | 0.1  |
| Total rate of return       | 29%  | 29%  |

Despite a more than twofold growth of the working capital, the current liquidity ratio decreased due to borrowing of a \$ 240 mln. loan in 2008 to increase the natural uranium inventory to ensure performance of the Company's contractual obligations in 2009-2010 maturing in 2009. However, this ratio continues to be within the regulatory range.

The total debt to equity ratio in 2008 reached the regulatory value.

The total rate of return (gross profit to sales revenues) did not change in 2008 and remained at its 2007 level.

*Key Results of Financial Operations in 2008:*

1. The Company introduced a centralized treasury system on the basis of the SETTLEMENT CENTER OF A CORPORATION software which allows to perform a real-time monitoring and management of financing of investment programs of the subsidiaries.
2. The Uranium Holding ARMZ conducted its first ever public debt offering – LLC Dalur-Finance issued RUR 520 mln. bonds guaranteed by CJSC Dalur.
3. The investment and current operations of Atomredmetzoloto were fully funded.
4. The Company developed and implemented a regular procedures for cash flow planning of the Company and its subsidiaries with a view to better forecasting the financing requirements and better manage the current liquidity of the Uranium Holding ARMZ.
5. Major Russian banks established facility limits to the Company.
6. The Company launched a comprehensive treasury automation project on the basis of IAS Finist.
7. As part of its partnership with the credit institutions, the Company implemented salary payment project, and has a lending program for the ARMZ' employees as a strategic corporate client which includes mortgage lending, car and consumer lending programs, and an overdraft facility for salary accounts of the employees.

*Milestones of Financial Operations in 2009:*

1. Complete implementation of a full-fledged treasury system on the basis of IAS Finist.
2. Development of the treasury infrastructure on the basis of a remote dealing system GPB-dealing which allows to manage free cash flow of ARMZ on a real time basis and a software complex Financial Risk Manager which allows to perform a current assessment of the counterparties' financial position.
3. Implementation of the management strategy of the Company's currency position.
4. Implementation of a uniform credit policy of the Company.

## **12.2. Budgeting and Key Performance Indicators**

*Key Budgeting Results and KPIs in 2008:*

1. Atomredmetzoloto developed a long-term budget and financial and economic model for itself and the companies managed by it.
2. The Company developed and implemented a Unified Budget Classifier and a Uniform Plan of Accounts for the companies of the Uranium Holding which allow to unify a set and structure of indicators used by the companies and to reconcile the accounting reporting and management accounting data.

3. The Company unified formats of management accounts and developed standard short-term budgeting models of the ARMZ companies.

4. The Company approved Unified Budgeting Rules which ensures synchronization of intra-group operations and planning on the basis of the same scenarios by all enterprises of the Uranium Holding.

5. The Company developed methods of budget control of its liabilities and started implementation of this functions in the Information and Analytic System Finist.

6. The Company developed Key Performance Indicators (KPI) passport for the Uranium Holding ARMZ. The Holding identified KPIs for Atomredmetzoloto's subsidiaries and affiliates and for deputy general directors of OJSC Atomredmetzoloto.

*Key Budgeting and KPI Milestones in 2009:*

1. Unification and synchronization of long-term budget models and financial and economic models with short-term budget models.

2. Development of management accounts consolidation guidelines in accordance with the Unified Budget Classifier for the ARMZ group companies.

3. Launch of BI system implementation for automated budgeting and current planning.

4. Development and implementation of KPI monitoring guidelines.

## 13. Information for Shareholders and Investors

### *Contacts*

|  |  |
|--|--|
| Alexander Vladimirovich Boitsov<br>Deputy General Director | Telephone: (495) 508-8808, ext. 130<br>Fax: (495) 508-8810<br>E-mail: boycov@armz.ru |
|--|--|

### *Organizational and legal details*

|   |   |
|---|---|
| Full official company name                                      | Open Joint-Stock Company Atomredmetzoloto   |
| Abbreviated name  | OJSC Atomredmetzoloto   |
| Registered and mailing address                                  | 109004, Moscow, Bolshoy Drovyanoy per., 22  |
| Phone/fax:  | (495) 508-88-08 / 508-88-10   |
| Name of registration authority,<br>registration number and date | Moscow Registration Chamber,<br>No. 004.997 dated February 22, 1995   |
| MSRN  | 1027700043645   |
| TIN / KPP   | 7706016076 / 770901001  |
| Core business   | geological exploration and mining of minerals<br>containing, among others, nuclear materials and<br>radioactive substances, production of natural<br>uranium concentrates |
| Web-site  | <a href="http://www.armz.ru">http://www.armz.ru</a>   |

### *General Information About the Annual Report*

ARMZ prepares annual reports pursuant to Federal Law No. 208-FZ dated November 24, 1995 On Joint Stock Companies. The previous annual report of ARMZ for 2007 was approved by the general shareholders meeting on June 27, 2008 (resolution No. 7 of the sole shareholder of OJSC Atomredmetzoloto). 2006 and 2007 ARMZ annual reports are posted on the Company's web-site at [www.armz.ru](http://www.armz.ru) in Investor Relations/Disclosure/Annual Reports.

As distinct from the previous annual reports of the Company, this report, in accordance with the best Russian and international practices of annual reports, includes such new sections as *Address of the Senior Executives*, *Sustainable Development*, *Technologies and Innovations* and *Calendar of Key Events*. This 2008 Annual Report does not change the information included in the previous reports of Atomredmetzoloto.

The contents of this documents were widely discussed with the representatives

of our parent companies – State Corporation Rosatom and OJS Atomenergoprom, and the information in this Annual Report was communicated to the companies of the civilian complex of the Russian nuclear industry and will, undoubtedly, help in the development of a common position by the companies of nuclear power industry complex with respect to the most important matters of its development. In the future we plan to engage in discussion of the provisions of the Company's annual reports other stakeholders representing non-nuclear organizations of scholarly and business community and the general public. We believe that such discussions will ensure an even greater completeness of disclose and coverage of all aspects of the Company's business in the annual report.

### ***Abbreviations and Terms Used in this Report***

JSC – joint-stock company

ARGK - Armenian-Russian Ore Mining Company

Business - administrative and business activities

NPP – nuclear power plant

GHK – mining and chemical company

Subsidiaries and affiliates – subsidiaries and affiliates of the Company.

VMI - voluntary medical insurance

CJSC – closed joint-stock company

GKZ RF – the State Reserves Committee of the Russian Federation

SC Rosatom – State Atomic Energy Corporation Rosatom

SPI – state pension insurance

ESK - Unified Service Company

IC – investment company

IT - information technologies

KPI – key performance indicators

South Yakutia Development Project - South Yakutia Comprehensive Development Project

PTL – power transmission line

IAEA – International Atomic Energy Agency

MOX (Mixed oxide fuel) – mixed fuel based on  $^{239}\text{Pu}$  and  $^{238}\text{U}$  oxides.

NGMK – Navoinsky Mining and Metallurgical Works

Royalty – mineral resources extraction tax

R&D – research and development, experimental design and engineering work

LEU-HEU – low-enriched uranium from highly-enriched uranium

NPF – non-governmental pension fund

OJSC - open joint-stock company

EIA – environmental impact assessment

LLC - limited liability company

QCD – quality control department

EUP - enriched uranium product

LTAP – long-term action plan

CS – computer software  
 RE and REE – rare and rare-earth elements  
 MOPM – market-oriented pricing mechanism  
 ISL – in-situ leaching  
 PQMS – product quality management system  
 OSS – occupational safety system  
 FA – fuel assembly  
 LLP – limited liability partnership  
 FS – feasibility study  
 FA – feasibility analysis  
 JV – joint venture  
 GMK – mining and metallurgical works  
 MNR – Ministry of Natural Resources  
 PPGHO – Priargunskoye Production Mining Chemical Association:  
 UDK – uranium mining company  
 UGRK – Uranium Mining Ore Company  
 UGRU – uranium ore mining unit  
 FCSM – Federal Commission for Securities Market  
 PF – payroll fund  
 NFC – nuclear fuel cycle  
 ERMS (Enterprise Risk Management System) – a comprehensive risk management system  
 GRI (Global Reporting Initiative) – Global Reporting Initiative's Sustainability Reporting Guidelines  
 NBUL – Northern Basins Uranium Limited  
 WNA – World Nuclear Association

**Atom** - the smallest particle of a chemical element which retains its properties. It consists of a nucleus with protons and neutrons, and electrons in motion around the nucleus. The number of electrons and protons (in the nucleus) is equal.

**Atomic mass** – the mass of chemical element expressed in atomic mass units (amu). One atomic mass unit is 1/12 of carbon isotope with atomic mass equal to 12.  $1 \text{ amu} = 1.6605655 \cdot 10^{-27} \text{ kg}$ . Atomic mass is the mass of all protons and neutrons in the given atom.

**Atomic number** - a number assigned to the chemical element in the periodic table on the basis of the number of protons found in the element's nucleus.

**Becquerel (Bq)** - the unit of nuclide radioactivity within the radioactive source, equal to 1 disintegration of nuclide per second.

**NPS Block** – part of NS which performs the NS functions to the designed extent.

**Commissioning** – a process whereby the systems and equipment of a nuclear station are

put into operation and checked for consistency with the design. This process includes initial testing activities, physical and power start-ups, and ends with the nuclear station being put into commercial operation.

**Secondary nuclear fuel** – this includes plutonium-239 and uranium-233 generated in nuclear reactors from uranium-238 and thorium-232 when absorbing neutrons. Secondary nuclear fuel is a prospective source of nuclear energy.

**Highly enriched uranium** – uranium containing isotope uranium-235 equal to or more than 20% by mass.

**Leaching** – a process using a leaching solution to extract certain components from solid materials, including radioactive elements. It is based on the better dissolution ability of the extracted mineral as compared to other components.

**Uranium hexafluoride** — a chemical composition of uranium and fluorine ( $\text{UF}_6$ ). It is the only highly volatile uranium compound (uranium hexafluoride vaporizes directly from solid state when heated up to  $53^\circ\text{C}$ ) and it is used as a raw material for mass separation of U-238 and U-235 using gas-diffusion or gas centrifuge technologies, and production of enriched uranium.

**Hydrometallurgical processing of uranium ore** – extraction of uranium or its compounds from the natural ore using water solutions of chemical reagents followed by selective uranium extraction from these solutions. It is a basic method of chemical enrichment of uranium ore and production of uranium concentrate which changes the minerals' composition.

**Radiation dose** – a radiation safety term meaning the amount of ionizing radiation absorbed by a biological object, including a human being. Radiation dose can be "exposure dose", "absorbed dose" or "equivalent dose".

**Dosimeter** - an instrument that measures radiation absorbed or the ionizing radiation dose.

**Dosimetry** – an area of applied nuclear physics studying physical quantities describing effect of ionizing radiation on various objects.

**Permissible concentration** – a permitted level of the volumetric activity of a radionuclide in air or water.

**Permitted surface contamination** – a level at which humans are not exposed to external or internal exposure from contamination beyond the maximum permissible dose or the threshold dose.

**Permitted content** - the permitted radionuclide content in human's body.



## Unit -

- **atomic unit** – atomic mass unit (AMU). This unit is used to express the mass of atoms, molecules and ultimate particles, and equals to 1/12 of carbon-12 nuclide; sometimes to 1/16 of oxygen-16 most common isotope mass.
- **primary unit** – a primary physical quantity unit selected for purposes of the system of units; in the International System of Units (SI) the primary ones are meter, kilogram, second, ampere, kelvin, mole, candela.
- **derived unit** – a physical quantity unit derived from primary units of the given system of units by applying of the relevant rule.
- **separation work unit** – a measure of work required to separate a given quantity of material with definitive isotope composition into two fractions with different isotope composition; it is not affected by the applied separation process; separation work units are measured in kilograms, and the costs of enrichment and energy consumption are calculated per one kilogram of the completed separation work.

## Units -

- **units of radioactivity** – units applied to measure radioactivity or the quantity of radioactive material,
- **radiological units** – units applied to evaluate the radioactive decay and effect of the ionizing radiation on the substance.

**Natural background** – the ionizing radiation comprised of space radiation and the ionizing radiation of the naturally dispersed natural radionuclides (on the Earth surface, in the air, food, water, human body, etc.).

**Sievert (Sv)** — the SI unit of equivalent dose.  $1 \text{ Sv} = 1 \text{ J/kg} = 100 \text{ rem}$ .

**Exchange resins** – active materials used in ion-exchange filters to desalinate water.

**IAEA** — International Atomic Energy Agency, established in 1957 and having its headquarters in Vienna.

**MOX-fuel (Mixed Oxide Fuel)** – see Mixed Oxide Fuel.

**Depleted uranium** – uranium where U-235 isotope content is less than in natural uranium (i.e. uranium in the spent fuel from reactors which run on the natural uranium).

## Enrichment -

1. Isotope atoms content in the mixture of the same element's isotopes if that content exceeds the natural level thereof (expressed in percent);
2. The process whereby the content of a particular isotope in a mixture of isotopes is increased.

**Uranium ore processing** – a set of initial uranium minerals treatment processes with a view to separating uranium from other minerals in the ore. The composition of the minerals is not changed. They are only separated mechanically and the ore concentrate is produced.

**Enriched nuclear fuel** – nuclear fuel containing more fissile nuclides than the source natural material.

**Enriched uranium** - uranium where U-235 isotope content exceeds the natural uranium level.

**Nuclear Fuel Cycle Enterprises (NFCE)** – enterprises the activities of which involve nuclear fuel. Such enterprises require decommissioning after the end of their useful life and include, in addition to NPS, the uranium ore processing plans, uranium hexafluoride processing and fuel elements production plans, and the used fuel processing plants and low active waste disposal units.

**Natural uranium** — see Uranium (natural).

**Mixed oxide fuel** – mixed fuel based on  $^{239}\text{Pu}$  and  $^{238}\text{U}$  oxides.

**Fuel pellet** – a small portion of fuel, mostly of cylindrical shape. The pellets are put into a shell forming a fuel element.

**FA (fuel assembly)** – a fuel rod assembly. For purposes of reactor load the rod fuel elements are gathered into clusters where they are aligned along each other and have a specific distance among them ensured by spacing grids. Depending upon reactor type and the design of the reactor core the fuel element clusters may be put into casings which form the coolant route inside the core reactor zone, or they may be installed into the reactor without casings.

**Fuel element** is a heating unit. It is the baseline structural element of the lattice reactor core and the form in which fuel is loaded into the reactor. Heavy U-235, Pu-239 or U-233 nucleuses fission in the fuel elements producing energy and passing the heat energy to the coolant. Fuel elements have fuel pits, casings and end pieces. The type of fuel element is determined by the type and purpose of the reactor and the coolant features. Fuel elements must ensure reliable transfer of heat from fuel to coolant.

**Fuel rod assembly** – a set of fuel elements (rods, bars, fins, etc.) held together by spacing grids and other structural elements which are maintained as a solid piece while transportation and exposure in the reactor. Fuel rod assemblies are loaded into the reactor core.

**Uranium** —

- **Uranium (U)** — chemical radioactive element (metal) with atomic number of 92 and the atomic mass of the most common and stable isotope 238. The natural uranium is comprised of three isotopes — U-238, U-235 and U-234, of which the first two have commercial value for purposes of nuclear energy.
- **Uranium—233** — artificial uranium isotope with the half-life of  $1.6 \times 10^5$  years resulted from transmutation of thorium-232 after neutron capture; it is attributed to fissile nuclides.
- **Uranium—235** — natural uranium isotope with atomic mass of 235 and half-life of  $7.1 \times 10^8$  years; its content in the natural uranium is 0.715%. It is the only naturally occurring fissile material.
- **Uranium—238** — natural uranium isotope with atomic mass of 238 and half-life of  $4.5 \times 10^9$  years; its content in the natural uranium is 99.28 %. U-238 may be subjected to nuclear fission by fast neutrons and can be used as a breeder material for plutonium-239 generation.
- **Uranium (natural)** – a mixture of uranium isotopes. Natural uranium contains: 0.714% of U-235, 99.28 % of U –238 and 0.006% of U-234.

**Uraninite** – a mineral, the anhydrous uranium and thorium oxide. Along with pitchblende, they form a single row of uranium oxides. Uraninite is highly radioactive. It is the chief ore of uranium and radium.

**Uranium ore** – mineral in which uranium assay is above the cut-off grade.

**Uranium oxide fuel** – nuclear fuel consisting of pellets made of uranium dioxide with 2-4% enrichment by U-235 which are sintered under high pressure and temperature; used for light water reactors.

**Uranium fuel** — fuel manufactured from the natural low-enriched (1—5% of U-235) or highly-enriched (up to 93% of U-235) uranium. Natural and low-enriched uranium is used in thermal neutron reactors. Highly-enriched uranium is used in fast neutron and research reactors.

**Uranium concentrate** – a product generated during hydrometallurgical reprocessing of uranium ore and containing up to 70-90 % of uranium mass as a mixture of oxides with the generic chemical formula  $U_3O_8$ .

**Uranium mine** – a mining company engaged in underground production of uranium ore.

**Nuclear fuel** – a material containing fissile nuclides which, if put into nuclear reactor, allow to run a nuclear chain reaction. Nuclear fuel is known for its extraordinary high energy-output ratio (full fission of 1 kg of U-235 releases J of energy, whereas burning of 1 kg of organic fuel releases 3-5 J of energy depending upon the type of fuel).

**Nuclear fuel cycle** – a set of activities ensuring operations of nuclear reactors. These activities are carried out within a system of enterprises linked by the flows of nuclear materials, including uranium mines, uranium ore processing plants, uranium conversion plants, enrichment and fuel production plants, nuclear reactors, used fuel depositories and processing plants, and the associated temporary storages and radioactive waste depositories.

**Nuclear power** – see Nuclear Power Industry. Foreign sources operate more specific terms – 'nuclear power' and 'nuclear power station'. We used to operate 'nuclear power industry' and 'nuclear power plant' terms.

**Nuclear energy** – the internal energy of nucleuses emitted during nuclear fission or nuclear reactions.

**Power reactor** – a nuclear reactor designed mostly for electricity generation.

This Annual Report was pre-approved by resolution No. \_\_\_\_ of the Board of Directors of Atomredmetzoloto dated May \_\_\_\_, 2009.

## 14. Exhibits

### ***Exhibit No. 1. Report on Compliance with the Code of Corporate Conduct***

This report was prepared in the form established by the methodological guidelines concerning the contents and the form of disclosure regarding compliance with the code of corporate conduct in the annual reports of joint-stock companies, as approved by orders of the FCSM of Russia dated April 30, 2003 No. 03-849/r).

| No.                                 | Code of Corporate Conduct Provision  | Status       | Note  |
|-------------------------------------|--|--------------|---|
| 1                                   | 2  | 3            | 4   |
| <b>General Shareholders Meeting</b> |  |              |   |
| 1                                   | Notice of the general shareholders meeting is given to the shareholders at least 30 days before its date regardless of matters on the agenda, unless the law requires a longer notice period   | not complied | Clause 12.10 of the charter<br><br>(notice is given with the period set forth by the applicable laws) |
| 2                                   | Shareholders are given an opportunity to review the list of persons entitled to participate in the general shareholders meeting from the date of the notice of the general shareholders meeting and until closing of the general shareholders meeting conducted in the form of personal presence, and in the event of a general meeting in the form of ballot voting – until the last day of acceptance of the voting ballots                                | complied     | Clause 12.9 of the charter  |
| 3                                   | Shareholders are given an opportunity to review the information (materials) to be disclosed in connection with the preparation to the general shareholders meeting, by electronic telecommunications means, including through the Internet   | complied     | Clause 12.9 of the charter  |
| 4                                   | Shareholders are given an opportunity to propose a matter to be included in the agenda of the general shareholders meeting or require that a general shareholders meeting be convened without having to submit a share register extract, if the rights of such shareholder are recorded in the share register, and if such shareholder's rights are recorded on the custody account – a custody account statement will be sufficient to exercise such rights | complied     | Clause 12.9 of the charter  |
| 5                                   | The charter or internal regulations of the joint-stock company contain a provision which requires the general director, members of the executive board, members of the board of directors, members of the  | not complied |   |

|                           |  |              |   |
|---------------------------|--|--------------|---|
|                           | audit commission and the auditor to attend the general shareholders meeting  |              |   |
| 6                         | Nominees are required to be present at the general shareholders meeting when the shareholders consider election of the board members, general director, members of the executive board, members of the audit commission, and approval of the company's auditor   | not complied |   |
| 7                         | The internal regulations of the joint-stock company contain procedures governing registration of the participants of the general shareholders meeting  | not complied | Registration is effected pursuant to the laws, the Company has 2 shareholders   |
| <b>Board of Directors</b> |  |              |   |
| 8                         | The charter of the joint-stock company authorizes the board of director to annually approve the financial and business plan of the company   | complied     | Clause 13.2 of the charter  |
| 9                         | The company has a risk management system approved by the board of directors  | not complied | The company itself perform an ongoing risk monitoring   |
| 10                        | The charter of the joint-stock company provides for the right of the board of directors to make a decision to suspend the powers of the general director appointed by the general shareholders meeting   | complied     | Clause 13.2 of the charter  |
| 11                        | The charter of the joint-stock company provides for the right of the board of directors to establish requirements to qualification and remuneration of the general director, executive board members, executives of the key business units of the company  | not complied |   |
| 12                        | The charter of the joint-stock company provides for the right of the board of directors to approve the terms of agreements with the general director and members of the executive board  | not complied | The Chairman of the Board of Directors is authorized to approve the terms of the agreements with the general director |
| 13                        | The charter or internal regulations of the joint-stock company contain a provision pursuant to which the votes of the executive directors (board members who serve as the general director and executive board members) are not taken into account for the purposes of approval of the terms of the agreements with the general director (management company, manager) | not complied |   |
| 14                        | The board of directors of the joint-stock company  | not complied |   |

|    |   |              |   |
|----|---|--------------|---|
|    | includes at least 3 independent directors who meet the requirements of the Code of Corporate Conduct  |              |   |
| 15 | The board of directors of the joint-stock company does not have directors who were earlier convicted of economic crimes or crimes against the state, the public service offenses or crimes against local government service or who were subject to administrative punishments for business related offences or finance, fiscal or securities offences                       | complied     |   |
| 16 | The board of directors of the joint-stock company does not include any directors being members, general directors (managers), members of a management body or employees of a legal entity competing with the joint-stock company  | complied     |   |
| 17 | The charter of the joint-stock company requires that the board of directors be elected by cumulative voting   | complied     | Clause 12.3 of the charter  |
| 18 | The internal regulations of the joint-stock company contain a provision which requires that the board members abstain from any actions which will or may result in a conflict of interest between them and the company, and in the event such conflict arises – to disclose such conflict to the board of directors   | not complied | Used in the corporate governance practices  |
| 19 | The internal regulations of the joint-stock company contain a provision which requires that the board members notify the board of directors in writing of their intention to make a transaction with the securities of the company on the board of which they serve or its subsidiaries (affiliates) and to disclose information on their transactions with such securities | not complied | Decisions on any transaction with securities of the Company or its subsidiaries and affiliates falls within the competence of the board of directors of the Company or its subsidiaries and affiliates (respectively) |
| 20 | The internal regulations of the joint-stock company contain a provision which requires that the board meetings be conducted at least once every six weeks   | not complied | Used in the corporate governance practices  |
| 21 | The board meetings of the joint-stock company during the year for which the company prepares the annual report must be conducted at least once every six weeks  | complied     | Used in the corporate governance practices  |
| 22 | The internal regulations of the joint-stock company contain procedures governing the meetings of the board of directors   | complied     | section 10 of the Board Regulations   |

|    |  |              |  |
|----|--|--------------|--|
| 23 | The internal regulations of the joint-stock company contain a provision requiring approval by the board of directors of the transactions of the joint-stock company the amount of which represents 10 or more percent of the company's asset value, except for the transactions made in the normal course of business  | not complied | Pursuant to the Company's Charter such transactions represent the Board reserved matters |
| 24 | The internal regulations of the joint-stock company contain a provision authorizing the members of the board of directors to receive from the executive bodies and managers of the main business units of the company of information necessary to enable them to fulfill their functions, and a provision which sets forth liability for failure to provide such information | not complied |  |
| 25 | The board of directors has a strategic planning committee or another committee (audit committee or nominations and remuneration committee) performs the relevant functions   | not complied |  |
| 26 | The board of directors has a committee (audit committee) which recommends the auditor to the board of directors and interacts with the auditor and the company's audit commission  | not complied |  |
| 27 | The audit committees include only independent and non-executive directors  | not complied |  |
| 28 | The audit committee is managed by an independent director  | not complied |  |
| 29 | The internal regulations of the joint-stock company provides for the right of all members of the audit committee to have access to any documents and information of the joint-stock company subject to their confidentiality undertaking   | not complied |  |
| 30 | Creation of a board committee (nominations and remuneration committee) whose function is to identify selection criteria for candidates to the board of directors and to develop the remuneration policy of the company   | not complied |  |
| 31 | The nominations and remuneration committee is managed by an independent director   | not complied |  |
| 32 | The nominations and remuneration committee does not have any officers of the company serving on it   | not complied |  |
| 33 | The board of directors has a risk committee or another committee (audit committee or nominations and remuneration committee) which performs the relevant   | not complied |  |



|                         |   |              |  |
|-------------------------|---|--------------|--|
|                         | functions   |              |  |
| 34                      | The board of directors has a corporate conflict resolution committee or another committee (audit committee or nominations and remuneration committee) which performs the relevant functions   | not complied |  |
| 35                      | The corporate conflict resolution committee does not have any officers of the company serving on it   | not complied |  |
| 36                      | The corporate conflict resolution committee is managed by an independent director   | not complied |  |
| 37                      | The company has internal regulations approved by the board of directors which govern the procedure of formation and operation of the board committee  | not complied |  |
| 38                      | The charter of the joint-stock company sets forth the procedure to determine the quorum of the board of directors which allows to ensure mandatory participation of independent directors in the board meetings   | not complied | The Board of Directors does not have any independent directors |
| <b>Executive Bodies</b> |   |              |  |
| 39                      | The joint-stock company has a collective executive body (executive board)   | not complied | Pursuant to the Charter the Company has a sole executive body. |
| 40                      | The charter or internal regulations of the joint stock company contain a provision requiring approval by the executive board of the real estate transactions, of obtaining loans by the company, unless such transactions qualify as major transactions and unless they are made in the normal course of business | not complied | Pursuant to the Charter the Company has a sole executive body. |
| 41                      | The internal regulations of the joint-stock company set forth the procedure of approval of operations which fall beyond the financial and business plan of the joint-stock company  | not complied |  |
| 42                      | The executive bodies of the joint-stock company do not include any members being members, general directors (managers), members of a management body or employees of a legal entity competing with the joint-stock company  | complied     |  |
| 43                      | The executive bodies of the joint-stock company do not have members who were earlier convicted of economic crimes or crimes against the state, the public service offenses or crimes against local government service or who were subject to administrative   | complied     |  |

|                            |  |                    |  |
|----------------------------|--|--------------------|--|
|                            | punishments for business related offences or finance, fiscal or securities offences If the functions of the sole executive body are performed by a management company or a manager, the general director and the executive board members of the management company or the manager must meet the requirements established for the general director and the executive board members of the joint-stock company |                    |  |
| 44                         | The charter or internal documents of the joint-stock company contain a provision that prohibits the management company (manager) to perform similar functions in a competing company, or to have any other interests in the joint-stock company other than in the capacity of a management company (manager)   | not complied       | The Company has a General Director (sole executive body) |
| 45                         | The internal regulations of the joint-stock company contain a provision which requires that the executive board members abstain from any actions which will or may result in a conflict of interest between them and the company, and in the event such conflict arises – to disclose such conflict to the board of directors  | not complied       | Used in the corporate governance practices               |
| 46                         | The charter or internal regulations of the joint-stock company establishes the selection criteria of the management company (manager)  | not complied       | The Company has a General Director (sole executive body) |
| 47                         | Executive bodies of the joint-stock company submit monthly reports to the board of directors   | not complied       |  |
| 48                         | The agreements between the joint-stock company and the general director (management company, manager) or the executive board members provide for liability for breach of confidentiality obligations or insider information rules  | complied           |  |
| <b>Corporate Secretary</b> |  |                    |  |
| 49                         | The joint-stock company has a separate officer (corporate secretary) responsible for ensuring compliance by the bodies and officers of the company with the procedural requirements which guarantee protection of rights and lawful interests of the company's shareholders  | complied           |  |
| 50                         | The charter or internal regulations of the joint-stock company set forth the procedure of appointment (election) of the corporate secretary and the duties of the corporate secretary  | partially complied | Clauses 13.2 and 13.4 of the charter                     |
| 51                         | The charter of the joint-stock company contains requirements which a proposed corporate secretary  | not complied       |  |

|                                   |   |              |   |
|-----------------------------------|---|--------------|---|
|                                   | must meet   |              |   |
| <b>Material Corporate Actions</b> |   |              |   |
| 52                                | The charter or internal regulations of the joint-stock company contains a provision which requires a prior approval of a major transaction  | complied     | Clauses 12.1, 13.2, 14.3 of the Charter   |
| 53                                | Mandatory engagement of an independent appraiser to perform valuation of the property subject to a major transaction  | not complied | Used in the corporate governance practices  |
| 54                                | The charter of the joint-stock company prohibits that any actions are taken in connection with acquisition of major equity stakes in the joint-stock company (takeover) aimed at protection of interests of the executive bodies (members of such bodies) and members of the board of directors of the joint-stock company or actions which negatively affect the position of the shareholders as compared to their existing position (in particular, the board of directors may not pass any resolutions before the end of the proposed period of acquisition on issuance of additional shares, on issuance of securities convertible into shares, or securities evidencing the right to purchase the company's shares, even if the board has the relevant powers under the charter) | not complied | Used in the corporate governance practices  |
| 55                                | The charter of the joint-stock company contains a provision that requires engagement of an independent appraiser to perform a valuation of the fair market value of the shares and potential change of their fair market value as a result of takeover  | not complied |   |
| 56                                | The charter of the joint-stock company does not contain a provision which releases an acquirer from the duty to offer the shareholders to sell their common shares of the company (securities convertible into common shares) in the event of a takeover  | complied     |   |
| 57                                | The charter or internal regulations of the joint-stock company contain provisions require engagement of an independent appraiser to determine the share conversion ratio in the event of a reorganization   | not complied |   |
| <b>Disclosure</b>                 |   |              |   |
| 58                                | The company has an internal regulation approved by the board of directors which sets forth the company's disclosure rules and guidelines (Disclosure Policy Regulation)   | not complied | The Company follows the provisions of the applicable laws in its corporate governance practices |

|   |  |              |   |
|---|--|--------------|---|
| 59  | The internal regulations of the joint-stock company contain a provision which requires disclosure of information about the purposes of the proposed share placements, persons which are going to acquire the shares to be issued, including major stakes, and whether the senior executives of the joint-stock company are going to acquire the shares.  | not complied |   |
| 60  | The internal regulations of the joint-stock company contain a list of information, documents and materials to be provided to the shareholders for the purposes of passing resolutions on matters put for consideration at the general shareholders meeting.  | not complied | The Company follows the provisions of the applicable laws in its corporate governance practices |
| 61  | The joint-stock company has a web-site where the company regularly discloses information   | complied     | www.armz.ru   |
| 62  | The internal regulations of the joint-stock company contain a provision which requires a disclosure by the company of its transactions with the persons who are pursuant to the charter its senior officers and of the transactions with entities in which the company's senior officers directly or indirectly own 20 or more percent of the charter capital or which such officers may otherwise substantially influence | not complied | The Company follows the provisions of the applicable laws in its corporate governance practices |
| 63  | The internal regulations of the joint-stock company contain a provision which requires that the company disclose all price-sensitive information (i.e. information about the transactions which may influence the market price of the company's shares)  | not complied |   |
| 64  | The company has an internal regulation approved by the board of directors governing the use of material information about the company's business, shares and other securities of the company and transactions therewith, which is not public and which if disclosed may substantially affect the market price of the shares and other securities of the company  | not complied |   |
| <b>Control over Financial and Business Activities</b> |  |              |   |
| 65  | The company has internal control procedures over its financial and business activities approved by the board of directors  | complied     | Audit Commission Regulations  |
| 66  | The company has a special unit responsible for ensuring compliance with the internal control procedures (an internal control and audit service)  | complied     | The company has an Internal Control Service   |
| 67  | The company has internal regulations which contain a provision requiring the board of directors to determine   | not complied | Requirements are determined by the  |

|    |  |              |  |
|----|--|--------------|--|
|    | the structure and composition of the internal control and audit service  |              | General Director                           |
| 68 | The internal control and audit service does not have members who were earlier convicted of economic crimes or crimes against the state, the public service offenses or crimes against local government service or who were subject to administrative punishments for business related offences or finance, fiscal or securities offences         | complied     |  |
| 69 | The internal control and audit service does not include any members being members of the executive bodies of the company or persons being members, general directors (managers), members of a management body or employees of a legal entity competing with the joint-stock company  | complied     |  |
| 70 | The internal regulations of the joint-stock company provide for the timeline of submission to the internal control and audit service of documents and materials required to assess a financial or a business transaction and for liability of officers and employees of the company for failure to submit the same within the established period | not complied |  |
| 71 | The internal regulations of the joint-stock company provide for the duty of the internal control and audit service to inform the audit committee of the violations identified and if there is not audit committee – the board of directors   | not complied |  |
| 72 | The charter of the joint-stock company contains a provision which requires that the internal control and audit service assess whether operations which are not provided for under the financial and business plan of the company (non-conventional operations) are appropriate   | not complied |  |
| 73 | The internal regulations of the joint-stock company set forth the procedure of approval of a non-conventional operation by the board of directors  | not complied | Used in the corporate governance practices |
| 74 | The company has an internal regulation approved by the board of directors which sets forth the procedure of audits of the financial and business activities by the company's audit commission  | complied     | Audit Commission Regulations               |
| 75 | The audit committee reviews the auditors' report before the same is presented to the shareholders at the general shareholders meeting  | not complied |  |

| Dividends |   |              |   |
|-----------|---|--------------|---|
| 76        | The company has an internal regulation approved by the board of directors pursuant to which the board of directors makes recommendations concerning the amount of dividends (Dividend Policy Regulation)  | not complied |   |
| 77        | The Dividend Policy Regulation provides for the procedure of determination of the minimum percentage of the net profit of the joint-stock company to be paid as dividends and conditions which if met allow the company not to pay or to pay the dividends on its preferred stock in the amount which is less than the one established in the charter | not complied |   |
| 78        | The company publishes information on its dividend policy and amendment thereof in a periodical publication specified in the company's charter as the publication in which the company publishes announcements of its general shareholders meetings, and posts such information on its web-site  | not complied | The Board of Directors does not have an established dividend policy |

### ***Exhibit No. 2. Use of Standard Disclosures and GRI Indicator Protocols***

| No.                              | Description of Indicator   | References in the report<br>(name of section)                                     | Page number <sup>5</sup> | Note                |
|----------------------------------|--|---|--------------------------|---------------------|
| <b>1. Strategy and Analysis</b>  |  |   |                          |                     |
| 1.1                              | Statement from the most senior decision-maker  | Address of the Senior Executives  |                          | Partially disclosed |
| 1.2                              | Description of key impacts, risks, and opportunities.                                | Risk Management   |                          | Partially disclosed |
| <b>2. Organizational Profile</b> |  |   |                          |                     |
| 2.1                              | Name of the organization   | Organizational and legal details  |                          |                     |
| 2.3                              | Operational structure of the organization, including subsidiaries and joint ventures | Structure, Location (Map)<br>Governance and Ownership<br>Structure of the Company |                          |                     |
| 2.5                              | Number of countries where the organization operates                                  | Structure, Location (Map)   |                          |                     |

<sup>5</sup> To be inserted when the Annual Report layout is ready

|  |   |   |   |                     |
|--|---|---|---|---------------------|
| 2.6  | Nature of ownership and legal form  | Organizational and legal details  |   |                     |
| 2.8  | Scale of the reporting organization   | About the Company<br>Industry Position<br>Priority Areas of Business and Development Prospects<br>Key Financial Results |   | Partially disclosed |
| 2.10   | Awards received in the reporting period   | Calendar of Key Events in 2008 and Q1 2009  |   |                     |
| <b>3. Report Parameters</b>                              |   |   |   |                     |
| 3.1  | Reporting period  | Title page  | 1 |                     |
| 3.4  | Contact point for questions regarding the report or its contents  | Contact Information and Details   |   |                     |
| 3.8  | Basis for reporting on joint ventures, subsidiaries   | Governance and Ownership Structure of the Company   |   |                     |
| 3.12   | Table identifying the location of the GRI Standard Disclosures in the report  | Use of Standard Disclosures and GRI Indicator Protocols   |   |                     |
| <b>4. Governance, Commitments, and Engagement</b>        |   |   |   |                     |
| 4.1  | Governance structure  | Corporate Structure, Share Capital  |   |                     |
| 4.8  | Internally developed statements of mission or values  | Mission Statement and Development Strategy<br>Management and Supervisory Bodies   |   | Partially disclosed |
| 4.9  | Procedures of the highest governance body for overseeing the organization's identification and management of its performance, including risks and opportunities | Management and Supervisory Bodies   |   | Partially disclosed |
| 4.11 – 4.13  | Commitments to External Initiatives   | Risks<br>Safety, Labor and Environmental Protection   |   | Partially disclosed |
| <b>5. Management Approach and Performance Indicators</b> |   |   |   |                     |
| EC1  | Direct economic value generated and distributed,  | Key Financial Results   |   | Partially disclosed |

|      |  |  |  |                     |
|------|--|--|--|---------------------|
|      | including revenues, operating costs, employee compensation, donations and other community investments, retained earnings, and payments to capital providers and governments. |  |  |                     |
| EC8  | Development and impact of infrastructure investments and services provided primarily for public benefit through commercial, in-kind, or pro bono engagement                  | Social Policy  |  | Partially disclosed |
| EN7  | Initiatives to reduce indirect energy consumption and reductions achieved  | Crisis Management Procedures   |  | Partially disclosed |
| EN26 | Initiatives to mitigate environmental impacts of products and services, and extent of impact mitigation  | Risks<br>Crisis Management Procedures<br>Quality Management System                                 |  | Partially disclosed |
| LA2  | Total number and rate of employee turnover by age group, gender, and region.   | HR Policy  |  | Partially disclosed |
| LA3  | Benefits provided to employees   | Insurance System<br>Social Policy  |  | Partially disclosed |
| SO5  | Public policy positions and participation in public policy development and lobbying.   | Mission Statement and Development Strategy<br>Priority Areas of Business and Development Prospects |  | Partially disclosed |



***Exhibit No. 3 Auditors' Report and 2008 Financial (Accounting) Statements***

**Nexia Pacioli Group**

**AUDITOR REPORT  
on Accounting Statements  
to OAO Atomredmetzoloto Shareholders  
March 30, 2009**

**Moscow**

Ref. No. 2191 of April 03, 2009

**NEXIA PACIOLI**

**Auditor** Limited Liability Company Nexia Pacioli

**Registered address** 119180, Moscow, Ul. Malaya Polyanka, 2

**Mailing address** 119180, Moscow, Ul. Malaya Polyanka, 2

**Contact information** Tel. (495) 780 6250, fax (495) 780 6252, e-mail: [pachioli@pacioli.ru](mailto:pachioli@pacioli.ru)

**State registration** Certificate No. 856.235 issued by the Moscow Registration Chamber on June 23, 1995, entered into the Unified State Register as No. 1027739428716 by the Inter-District Inspection of the Tax Ministry of Russia No. 39 for Moscow on October 22, 2002.

**License** License to conduct auditor activities E 000733 issued on June 25, 2002 by the Ministry of Finance of the Russian Federation, valid through June 25, 2007. By Order of the Ministry of Finance of the Russian Federation dated June 22, 2007 No. 423 the License was extended from June 25, 2007 for five years.

**A certified member of the Non-Profit Partnership Institute of Professional Auditors (NP IPAR)**

**Audited entity** Open Joint Stock Company Atomredmetzoloto

**Registered address** 109004, Moscow, Ul. Bolshoy Drovyanoy pereulok, 22

**Mailing address** 109004, Moscow, Ul. Bolshoy Drovyanoy pereulok, 22

**Contact information** Tel. (495) 508-8800, fax (495) 508-8810

**State registration** Certificate No. 004997 issued by the state institution Moscow Registration Chamber dated February 22, 1995 and entered into the state register of legal entities as No. 1027700043645 by the Department of the Tax Ministry of Russia for Moscow on August 02, 2002.

We have audited the attached accounting statements of **ОАО Atomredmetzoloto** for the period from **January 1 to December 31, 2008**, inclusive. The company's accounting statements include:

- accounting balance sheet;
- profit and loss statement;
- exhibit to the accounting balance sheet and profit and loss statement;
- notes.

Pursuant to the Charter the General Director of **ОАО Atomredmetzoloto** is responsible for preparation and filing of the accounting statements. Our duty is to conduct the audit and express an opinion on whether these statements are accurate in all material respects and whether the accounting procedures are in compliance with the laws of the Russian Federation.

We have conducted our audit in accordance with:

1. Federal Law On Audit Activities;
2. Federal Rules (Standards) of Audit Activities;
3. Rules (Standards) of LLC Nexia Pacioli.

The audit was planned and conducted so that to obtain a reasonable assurance that the accounting statements do not contain any material misstatements. The audit was conducted on a selective basis and included testing of various evidence supporting the numeric values presented in the accounting statements and disclosures regarding financial and business activities, assessment of the accounting principles and rules applied in preparation of the financial (accounting) statements for compliance, review of key judgments of the management of the audited entity, and assessment of presentation of the accounting statements. We believe that the audit provides sufficient grounds for us to express our opinion on the accuracy of the accounting statements and compliance of the accounting policies and procedures with the laws of the Russian Federation.

As a result of our audit we have identified the following violations of the existing accounting policies and procedures, namely:

- As of December 31, 2007 the inventory of settlements with the budget and non-budgetary funds was not fully performed as the same is not supported by the acts of reconciliation of accounts receivable and accounts payable with the budgets and non-budgetary funds.

This was the reason for us to issue a qualified opinion with respect to the 2007 accounting statements.

In our view, the accounting statements of **ОАО Atomredmetzoloto** fairly represent in all material respects the financial position of the company as of **December 31, 2008** and the results of financial and business activities **for the period from January 1 to December 31, 2008**, inclusive, pursuant to the requirements of the laws of the Russian Federation governing preparation of the accounting statements.

March 30, 2009

Executive Director

LLC Nexia Pacioli

General Audit Qualification Certificate No. 7402 /signed/ O.V. Goryacheva

Audit Supervisor

General Audit Qualification Certificate No. 042346 /signed/ V.I. Ekimovskikh  
/seal/

Exhibit No. 3  
to 2008 Annual Report of  
OJSC Atomredmetzoloto

**ACCOUNTING BALANCE SHEET**  
as of December 31, 2008

|   |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
|---|----|-------------------------|---|--|--|-------|--|--|---------|--|--|------|----|----|---------|--|--|------------|--|--|-------|--|--|----|----|--|-----|--|--|
| Entity <u>Open Joint-Stock Company Atomredmetzoloto</u> |    | OKUD Form No. 1         | <table border="1" style="width: 100%;"> <tr><td colspan="3">CODES</td></tr> <tr><td colspan="3">0710001</td></tr> <tr> <td>2008</td> <td>12</td> <td>31</td> </tr> <tr><td colspan="3">8841779</td></tr> <tr><td colspan="3">7706016076</td></tr> <tr><td colspan="3">51.70</td></tr> <tr> <td>47</td> <td colspan="2">12</td> </tr> <tr><td colspan="3">384</td></tr> </table> |  |  | CODES |  |  | 0710001 |  |  | 2008 | 12 | 31 | 8841779 |  |  | 7706016076 |  |  | 51.70 |  |  | 47 | 12 |  | 384 |  |  |
| CODES   |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 0710001   |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 2008  | 12 | 31                      |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 8841779   |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 7706016076  |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 51.70   |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 47  | 12 |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 384   |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Taxpayer's Identification Number                        |    | Date (year, month, day) | OKPO Code   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Activity type <u>Wholesale</u>                          |    | TIN                     | OKVED Code  |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Form of legal organization/form of ownership            |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Open joint-stock company / Private                      |    | OKPO/OKFS Codes         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Measurement unit <u>RUR '000</u>                        |    | OKEI Code               |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Registered address                                      |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| <u>109004, Moscow, Bolshoy Drovyanoy per., 22</u>       |    |                         |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |

Date of approval

Date of dispatch / acceptance

Form 0710001 p.1

| ASSETS   | Code of Item | Opening balance of the accounting period | Closing balance of the accounting period |
|--|--------------|--|--|
| 1  | 2            | 3  | 4  |
| <b>I. Fixed assets</b>   |              |  |  |
| Intangible assets  | 110          | 6  | 262                                      |
| Fixed assets   | 120          | 12,214                                   | 48,595                                   |
| Construction in progress                                       | 130          | -  | 6,682                                    |
| Income-bearing investments in tangible assets                  | 135          | -  | -  |
| Long-term financial investments                                | 140          | 170,561                                  | 28,208,357                               |
| Deferred tax assets  | 145          | 14,009                                   | 2,441                                    |
| Other fixed assets   | 150          | 390,777                                  | 174,213                                  |
| <b>Total, Section I</b>  | <b>190</b>   | <b>587,567</b>                           | <b>28,440,550</b>                        |
| <b>II. Current assets</b>                                      |              |  |  |
| Inventory  | 210          | 2,427,470                                | 5,244,253                                |
| including:   |              |  |  |
| stock, materials and other similar assets                      | 211          | 821,719                                  | 15,845                                   |
| finished products and goods for resale                         | 214          | 1,586,634                                | 4,920,590                                |
| deferred expenses  | 216          | 19,117                                   | 307,818                                  |
| Value added tax on acquired assets                             | 220          | 76,569                                   | 115,096                                  |
| Accounts receivable (due within 12 months after the accounting | 240          | 1,087,857                                | 4,247,653                                |
| including:   |              |  |  |
| purchasers and customers                                       | 241          | 785,884                                  | 1,115,585                                |
| Short-term financial investments                               | 250          | 286,770                                  | 1,474,198                                |
| Cash   | 260          | 1,960,705                                | 2,031,693                                |
| <b>Total, Section II</b>                                       | <b>290</b>   | <b>5,839,371</b>                         | <b>13,112,893</b>                        |
| <b>BALANCE (sum of lines 190 + 290)</b>                        | <b>300</b>   | <b>6,426,938</b>                         | <b>41,553,443</b>                        |

Inspection of the Federal Tax Service #9 for Moscow  
Taxpayers' Records Department

March 26, 2009

S.A. Antoshkin, Category One Expert  
/signature/ /Report filed on March 25, 2009/

| LIABILITIES                                   | Code of Item | Opening balance of the accounting period | Closing balance of the accounting period |
|---|--------------|--|--|
| 1   | 2            | 3  | 4  |
| <b>III. Capital and Reserves</b>              |              |  |  |
| Charter capital                               | 410          | 454                                      | 3,956,040                                |
| Capital surplus                               | 420          | 85                                       | 24,841,166                               |
| Reserve capital                               | 430          | 90                                       | 90                                       |
| including:                                    |              |  |  |
| statutory reserves                            | 431          | 90                                       | 90                                       |
| Retained profit (uncovered loss)              | 470          | 490,464                                  | 611,591                                  |
| <b>Total, Section III</b>                     | <b>490</b>   | <b>491,093</b>                           | <b>29,408,887</b>                        |
| <b>IV. Long-Term Liabilities</b>              |              |  |  |
| Loans and credits                             | 510          | 4,160,581                                | 2,629,546                                |
| Deferred tax liabilities                      | 515          | 184                                      | 979                                      |
| <b>Total, Section IV</b>                      | <b>590</b>   | <b>4,160,765</b>                         | <b>2,630,525</b>                         |
| <b>V. Current Liabilities</b>                 |              |  |  |
| Loans and credits                             | 610          | 787,778                                  | 8,537,463                                |
| Accounts payable                              | 620          | 987,302                                  | 976,568                                  |
| including:                                    |              |  |  |
| trade liabilities                             | 621          | 725,601                                  | 857,930                                  |
| payables to the company personnel             | 622          | 196                                      | 32                                       |
| amounts due to state off-budgetary funds      | 623          | 622                                      | 718                                      |
| tax arrears                                   | 624          | 93,613                                   | 536                                      |
| other accounts payable                        | 625          | 167,270                                  | 117,352                                  |
| <b>Total, Section V</b>                       | <b>690</b>   | <b>1,775,080</b>                         | <b>9,514,031</b>                         |
| <b>BALANCE (sum of lines 490 + 590 + 690)</b> | <b>700</b>   | <b>6,426,938</b>                         | <b>41,553,443</b>                        |

| Statement of assets recorded on off-balance accounts |     |           |           |
|--|-----|-----------|-----------|
| Leased assets  | 910 | 20,800    | 35,814    |
| including under leasing agreements:                  | 911 | 20,800    | 35,794    |
| Commodity stock and supplies in custody              | 920 | -         | 269       |
| Bad debts written off                                | 940 | 49        | 49        |
| Security for obligations and payments received       | 950 | -         | -         |
| Security for obligations and payments provided       | 960 | 4,261,652 | 6,176,421 |

Chief Executive Officer /signed/  
(signature)

V.L. Zhivov  
(name)

Chief Accountant

/signed/  
(signature)

Anna Dmitrievna  
Pozdeeva  
(name)

March 5, 2009

/company seal/

**PROFIT AND LOSS STATEMENT**  
**January-December 2008**

| Entity <b>Open Joint-Stock Company Atomredmetzoloto</b> |           | OKUD Form No. 2         | <table border="1"> <tr> <th align="center" colspan="3">CODES</th> </tr> <tr> <td align="center" colspan="3"><b>0710002</b></td> </tr> <tr> <td align="center"><b>2008</b></td> <td align="center"><b>12</b></td> <td align="center"><b>31</b></td> </tr> </table> |           |  | CODES |  |  | <b>0710002</b> |  |  | <b>2008</b> | <b>12</b> | <b>31</b> |
|---|-----------|-------------------------|---|-----------|--|-------|--|--|----------------|--|--|-------------|-----------|-----------|
| CODES   |           |                         |   |           |  |       |  |  |                |  |  |             |           |           |
| <b>0710002</b>  |           |                         |   |           |  |       |  |  |                |  |  |             |           |           |
| <b>2008</b>   | <b>12</b> | <b>31</b>               |   |           |  |       |  |  |                |  |  |             |           |           |
| Taxpayer's Identification Number                        |           | Date (year, month, day) |   |           |  |       |  |  |                |  |  |             |           |           |
| Activity type <b>Wholesale</b>                          |           | OKPO Code               | <b>8841779</b>  |           |  |       |  |  |                |  |  |             |           |           |
| Form of legal organization/form of ownership            |           | TIN                     | <b>7706016076</b>   |           |  |       |  |  |                |  |  |             |           |           |
|   |           | OKVED Code              | <b>51.70</b>  |           |  |       |  |  |                |  |  |             |           |           |
|   |           |                         | <b>47</b>   | <b>12</b> |  |       |  |  |                |  |  |             |           |           |
| <b>Open joint-stock company</b> / <b>Private</b>        |           | OKPO/OKFS Codes         |   |           |  |       |  |  |                |  |  |             |           |           |
| Measurement unit <b>RUR '000</b>                        |           | OKEI Code               | <b>384</b>  |           |  |       |  |  |                |  |  |             |           |           |

| Item   |      | Accounting Period | Same period of the previous year |
|--|------|-------------------|----------------------------------|
| Name   | Code |                   |                                  |
| 1  | 2    | 3                 | 4                                |
| <b>Operating revenues and expenses</b>   |      |                   |                                  |
| Net proceeds from sale of goods, products, work, services (net of value added tax, excise and similar mandatory charges) | 010  | 13,250,161        | 4,045,737                        |
| Cost of goods, products, work, services sold   | 020  | (9 461 946)       | (2 856 873)                      |
| Gross profit   | 029  | 3,788,215         | 1,188,864                        |
| Selling expenses   | 030  | (171 499)         | (119 269)                        |
| Administrative expenses  | 040  | (902 767)         | (219 292)                        |
| Sales profit (loss)  | 050  | 2,713,949         | 850,303                          |
| <b>Other revenues and expenses</b>   |      |                   |                                  |
| Interest receivable  | 060  | 189,193           | 2,240                            |
| Interest payable   | 070  | (667 636)         | (78 300)                         |
| Other revenues   | 090  | 2,315,925         | 64,261                           |
| Miscellaneous expenses   | 100  | (4 167 390)       | (226 131)                        |
| <b>Pre-tax profit (loss)</b>   | 140  | 384,041           | 612,373                          |
| Deferred tax assets  | 141  | (11 567)          | 13,976                           |
| Deferred tax liabilities   | 142  | -794              | -165                             |
| Current profit tax   | 150  | (162 692)         | (186 881)                        |
| <b>Net profit (loss) of the accounting period</b>  | 190  | 208,988           | 439,303                          |
| FOR INFORMATION:   |      |                   |                                  |
| Recurrent tax liabilities (assets):  | 200  | 82,984            | 26,100                           |

Inspection of the Federal Tax Service #9 for Moscow  
Taxpayers' Records Department

March 26, 2009

**S.A. Antoshkin**, Category One Expert  
/signature/ /Report filed on March 25, 2009/

| NOTES TO CERTAIN PROFIT AND LOSS ITEMS |      |                   |           |                                  |        |
|--|------|-------------------|-----------|----------------------------------|--------|
| Item                                   |      | Accounting Period |           | Same period of the previous year |        |
| Name                                   | Code | profit            | loss      | profit                           | loss   |
| 1                                      | 2    | 3                 | 4         | 5                                | 6      |
| Profit (loss) of past periods          | 220  | 34                | 1,771     | -                                | -      |
| Foreign exchange currency differences  | 240  | 509,351           | 2,123,280 | 52,934                           | 41,559 |
| Contributions to re-valuation reserves | 250  | X                 | 12,582    | X                                | -      |

Chief Executive Officer /signed/  
(signature)

V.L. Zhivov  
(name)

Chief Accountant

/signed/  
(signature)

Anna Dmitrievna  
Pozdeeva  
(name)

March 5, 2009

/company seal/



**EQUITY STATEMENT****January-December 2008**

|  |  |                         |  |    |  |       |  |  |         |  |  |      |    |    |
|--|--|-------------------------|--|----|--|-------|--|--|---------|--|--|------|----|----|
| Entity   | <b>Open Joint-Stock Company Atomredmetzoloto</b> | OKUD Form No. 3         | <table border="1"> <tr><td colspan="3">CODES</td></tr> <tr><td colspan="3">0710003</td></tr> <tr> <td>2008</td> <td>12</td> <td>31</td> </tr> </table> |    |  | CODES |  |  | 0710003 |  |  | 2008 | 12 | 31 |
| CODES  |  |                         |  |    |  |       |  |  |         |  |  |      |    |    |
| 0710003  |  |                         |  |    |  |       |  |  |         |  |  |      |    |    |
| 2008   | 12   | 31                      |  |    |  |       |  |  |         |  |  |      |    |    |
| Taxpayer's Identification Number                 |  | Date (year, month, day) |  |    |  |       |  |  |         |  |  |      |    |    |
| Activity type                                    | <b>Wholesale</b>                                 | OKPO Code               | 8841779  |    |  |       |  |  |         |  |  |      |    |    |
| Form of legal organization/form of ownership     |  | TIN                     | 7706016076   |    |  |       |  |  |         |  |  |      |    |    |
| <b>Open joint-stock company</b> / <b>Private</b> |  | OKVED Code              | 51.70  |    |  |       |  |  |         |  |  |      |    |    |
| Measurement unit                                 | <b>RUR '000</b>                                  | OKPO/OKFS Codes         | 47   | 12 |  |       |  |  |         |  |  |      |    |    |
|  |  | OKEI Code               | 384  |    |  |       |  |  |         |  |  |      |    |    |

**I. Changes in Equity**

| Item  |      | Charter capital | Capital surplus | Reserve capital | Retained profit (uncovered loss) | Total    |
|---|------|-----------------|-----------------|-----------------|----------------------------------|----------|
| Name  | Code |                 |                 |                 |                                  |          |
| 1   | 2    | 3               | 4               | 5               | 6                                | 7        |
| Balance as of December 31 of the year preceding the previous year | 010  | 454             | 85              | 90              | 52,381                           | 53,010   |
| Balance as of January 1 of the previous year                      | 030  | 454             | 85              | 90              | 52,381                           | 53,010   |
| Net profit  | 032  | X               | X               | X               | 439,303                          | 439,303  |
| Dividends   | 033  | X               | X               | X               | (890)                            | (890)    |
| Equity decrease due to:   |      |                 |                 |                 |                                  |          |
| payment of premium  | 064  | -               | -               | -               | (330)                            | (330)    |
| Balance as of December 31 of the previous year                    | 070  | 454             | 85              | 90              | 490,464                          | 491,093  |
| Balance as of January 1 of the accounting year                    | 100  | 454             | 85              | 90              | 490,464                          | 491,093  |
| Net profit  | 102  | X               | X               | X               | 208,988                          | 208,988  |
| Dividends   | 103  | X               | X               | X               | (87,861)                         | (87,861) |

**Inspection of the Federal Tax Service #9 for Moscow**  
**Taxpayers' Records Department**

March 26, 2009

**S.A. Antoshkin**, Category One Expert  
 /signature/ /Report filed on March 25, 2009/

| 1   | 2   | 3         | 4          | 5  | 6       | 7          |
|---|-----|-----------|------------|----|---------|------------|
| Equity increase due to:   |     |           |            |    |         |            |
| issuance of additional shares   | 121 | 3,955,586 | X          | X  | X       | 3,955,586  |
| Difference between the nominal value and sale price of the additionally issued shares | 124 | -         | 24,841,081 | -  | -       | 24,841,081 |
| Balance as of December 31 of the reporting year                                       | 140 | 3,956,040 | 24,841,166 | 90 | 611,591 | 29,408,887 |

**II. Reserves**

| Item                      |      | Balance | Received | Spent | Balance |
|---------------------------|------|---------|----------|-------|---------|
| Name                      | Code |         |          |       |         |
| 1                         | 2    | 3       | 4        | 5     | 6       |
| <b>Statutory Reserves</b> |      |         |          |       |         |
| (name of the reserve)     |      |         |          |       |         |
| previous year data        | 151  | 90      | -        | -     | 90      |
| accounting year data      | 152  | -       | -        | -     | -       |

**FOR INFORMATION**

| Item          |      | Opening balance of the | Closing balance of the |
|---------------|------|------------------------|------------------------|
| Name          | Code | accounting year        | accounting year        |
| 1             | 2    | 3                      | 5                      |
| 1) Net Assets | 200  | 491,093                | 29,408,887             |

**Chief Executive Officer** /signed/  
(signature)

**V.L. Zhivov**  
(name)

**Chief Accountant**

/signed/  
(signature)

**Anna Dmitrievna**  
(name)

March 5, 2009

/company seal/

**CASH FLOW STATEMENT**  
**January-December 2008**

|   |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
|---|----|-----------------|---|--|--|-------|--|--|---------|--|--|------|----|----|---------|--|--|------------|--|--|-------|--|--|----|----|--|-----|--|--|
| Entity <u>Open Joint-Stock Company Atomredmetzoloto</u> |    | OKUD Form No. 4 | <table border="1"> <tr><td align="center" colspan="3">CODES</td></tr> <tr><td align="center" colspan="3">0710002</td></tr> <tr> <td align="center">2008</td> <td align="center">12</td> <td align="center">31</td> </tr> <tr><td align="center" colspan="3">8841779</td></tr> <tr><td align="center" colspan="3">7706016076</td></tr> <tr><td align="center" colspan="3">51.70</td></tr> <tr> <td align="center">47</td> <td align="center">12</td> <td></td> </tr> <tr><td align="center" colspan="3">384</td></tr> </table> |  |  | CODES |  |  | 0710002 |  |  | 2008 | 12 | 31 | 8841779 |  |  | 7706016076 |  |  | 51.70 |  |  | 47 | 12 |  | 384 |  |  |
| CODES   |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 0710002   |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 2008  | 12 | 31              |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 8841779   |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 7706016076  |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 51.70   |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 47  | 12 |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| 384   |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Date (year, month, day)                                 |    | OKPO Code       |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Taxpayer's Identification Number                        |    | TIN             |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Activity type <u>Wholesale</u>                          |    | OKVED Code      |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Form of legal organization/form of ownership            |    |                 |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Open joint-stock company / Private                      |    | OKPO/OKFS Codes |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |
| Measurement unit <u>RUR '000</u>                        |    | OKEI Code       |   |  |  |       |  |  |         |  |  |      |    |    |         |  |  |            |  |  |       |  |  |    |    |  |     |  |  |

| Item   |      | Accounting Period | Same period of the previous year |
|--|------|-------------------|----------------------------------|
| Name   | Code |                   |                                  |
| 1  | 2    | 3                 | 4                                |
| <b>Opening cash balance of the accounting year</b>                   | 010  | 1,961,207         | 38,682                           |
| <b>Operating cash flow</b>   |      |                   |                                  |
| Cash received from purchasers and customers                          | 020  | 15,342,187        | 3,992,431                        |
| Other Revenues   | 110  | 12,073,974        | 4,999,142                        |
| Cash used for:   | 120  | (29,907,253)      | (11,375,590)                     |
| payment for the purchased goods, work, services, feedstock and       | 150  | (14,308,715)      | (5,512,030)                      |
| payment of remuneration  | 160  | (410,831)         | (109,973)                        |
| payment of dividends and interest                                    | 170  | (79,953)          | (69,429)                         |
| payment of taxes and charges   | 180  | (1,663,533)       | (638,165)                        |
| payment of interest  | 181  | (751,444)         | -                                |
| settlement of claims   | 181  | (151,151)         | -                                |
| miscellaneous expenses   | 190  | (12,541,626)      | (5,045,993)                      |
| <b>Net operating cash flow</b>                                       | 200  | (2,491,092)       | (2,384,017)                      |
| <b>Investment cash flow</b>  |      |                   |                                  |
| Proceeds from sale of securities and other financial investments     | 220  | 1,020             | -                                |
| Interest received  | 240  | 164,248           | 248                              |
| Receipts from repayment of loans advanced to other entities          | 250  | 6,338,363         | -                                |
| Acquisition of fixed assets, income-bearing investments in valuables | 290  | (633,440)         | (278,507)                        |
| Acquisition of securities and other financial investments            | 300  | (3,032,407)       | (311,874)                        |
| Loans advanced to other entities                                     | 310  | (8,458,564)       | (49,700)                         |
| Other investment expenses  | 320  | -                 | -                                |
| <b>Net investment cash flow</b>                                      | 340  | (5,620,780)       | (639,833)                        |

| 1  | 2          | 3                | 4                |
|--|------------|------------------|------------------|
| <b>Financial Cash Flow</b>                                   |            |                  |                  |
| Proceeds from issuance of shares and other stock             | 350        | 2,972,000        | -                |
| Proceeds from loans and credits advanced by other entities   | 360        | 7,051,296        | 5,445,873        |
| Other financial proceeds                                     | 370        | -                | -                |
| Repayment of loans and credits (net of interest)             | 390        | (1,821,586)      | (500,000)        |
| Discharge of financial lease obligations                     | 400        | (19,352)         | -                |
| Other financial expenses                                     | 410        | -                | -                |
| <b>Net financial operations cash flow</b>                    | <b>430</b> | <b>8,182,358</b> | <b>4,945,873</b> |
| Net increase (decrease) of cash and cash equivalents         | 440        | 70,486           | 1,922,023        |
| Closing cash balance of the accounting period                | 450        | 2,031,693        | 1,960,705        |
| Effect of the change of foreign currency Ruble exchange rate | 460        | 502              | 47               |

|  |   |                         |                         |   |
|--|---|-------------------------|-------------------------|---|
| <b>Chief Executive Officer</b> /signed/<br>(signature) | <b>Vadim Lvovich</b><br><b>Zhivov</b><br>(name) | <b>Chief Accountant</b> | /signed/<br>(signature) | <b>Anna Dmitrievna</b><br><b>Pozdeeva</b><br>(name) |
|--|---|-------------------------|-------------------------|---|

March 5, 2009

/company seal/

## EXHIBIT TO THE ACCOUNTING BALANCE SHEET

January-December 2008

|   |  |                         |            |    |    |
|---|--|-------------------------|------------|----|----|
| Entity <b>Open Joint-Stock Company Atomredmetzoloto</b> |  | OKUD Form No. 5         | CODES      |    |    |
| Taxpayer's Identification Number                        |  | Date (year, month, day) | 2008       | 12 | 31 |
| Activity type <b>Wholesale</b>                          |  | OKPO Code               | 8841779    |    |    |
| Form of legal organization/form of ownership            |  | TIN                     | 7706016076 |    |    |
| <b>Open joint-stock company</b> / <b>Private</b>        |  | OKVED Code              | 51.70      |    |    |
| Measurement unit <b>thous. RUR</b>                      |  | OKPO/OKFS Codes         | 47         | 12 |    |
|   |  | OKEI Code               | 384        |    |    |

## Intangible assets

| Item  |      | Opening balance of the accounting | Received | Disposed of | Closing balance of the accounting |
|---|------|-----------------------------------|----------|-------------|-----------------------------------|
| Name  | Code |                                   |          |             |                                   |
| 1   | 2    | 3                                 | 4        | 5           | 6                                 |
| Intellectual property (exclusive rights to results of intellectual property)  | 010  | 23                                | 271      | -           | 294                               |
| including:<br>of patent holder to inventions, industrial design, useful model | 011  | 4                                 | -        | -           | 4                                 |
| of the franchisor to computer software data bases                             | 012  | -                                 | 271      | -           | 271                               |
| of owner of trademark and service mark, name of place of origin of goods      | 014  | 19                                | -        | -           | 19                                |

| Item  |      | Opening of the accounting period | Closing of the accounting period |
|---|------|----------------------------------|----------------------------------|
| Name  | Code |                                  |                                  |
| 1   | 2    | 3                                | 4                                |
| Amortization of intangible assets - total                                     | 050  | 16                               | 32                               |
| including:<br>of patent holder to inventions, industrial design, useful model | 051  | 1                                | 1                                |
| of the franchisor to computer software, data bases                            | 052  | -                                | 14                               |
| of owner to trademark and service mark, name of place of origin of goods      | 053  | 15                               | 17                               |

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March 26, 2009

S.A. Antoshkin, Category One Expert  
/signature/ /Report filed on March 25, 2009/

**Fixed assets**

| Item                               |            | Opening<br>balance of the<br>accounting | Received      | Disposed of  | Closing<br>balance of the<br>accounting |
|------------------------------------|------------|---|---------------|--------------|---|
| Name                               | Code       |   |               |              |   |
| 1                                  | 2          | 3                                       | 4             | 5            | 6                                       |
| Plant and equipment                | 080        | 439                                     | 18,248        | -            | 18,687                                  |
| Vehicles                           | 085        | 1,535                                   | -             | -            | 1,535                                   |
| Production and operating inventory | 090        | 5,082                                   | 11,240        | (144)        | 16,177                                  |
| Other types of fixed assets        | 110        | 7,557                                   | 11,940        | -            | 19,497                                  |
| <b>Total</b>                       | <b>130</b> | <b>14,613</b>                           | <b>41,427</b> | <b>(144)</b> | <b>55,896</b>                           |

| Item   |      | Opening of the<br>accounting period | Closing of the<br>accounting period |
|--|------|-------------------------------------|-------------------------------------|
| Name   | Code |                                     |                                     |
| 1  | 2    | 3                                   | 4                                   |
| Amortization of fixed assets - total   | 140  | 2,399                               | 7,301                               |
| including:   |      |                                     |                                     |
| plant, equipment, vehicles   | 142  | 594                                 | 1,390                               |
| other  | 143  | 1,805                               | 5,911                               |
| Fixed assets received for lease - total  | 160  | 20,800                              | 35,814                              |
| including:   |      |                                     |                                     |
| Vehicles   | 161  | 20,800                              | 35,794                              |
| <b>For information:</b><br>Total expenses under research and development, experimental<br>design and engineering in progress | Code | Opening of the<br>accounting period | Closing of the<br>accounting period |
|  | 2    | 3                                   | 4                                   |
|  | 320  | 133                                 | 133                                 |

## Financial Investments

| Item   |            | Long-term                                       |   | Short-term                                      |   |
|--|------------|---|---|---|---|
| Name   | Code       | Opening<br>balance of the<br>accounting<br>year | Closing<br>balance of the<br>accounting<br>period | Opening<br>balance of the<br>accounting<br>year | Closing<br>balance of the<br>accounting<br>period |
| 1  | 2          | 3   | 4   | 5   | 6   |
| Contributions to charter (share) capital of other entities - total | 510        | 170,561   | 27,259,357  | -   | -   |
| including subsidiaries and affiliates                              | 511        | 170,552   | 27,259,357  | -   | -   |
| Securities of other organizations - total                          | 520        | -   | -   | 245,700   | 250,000   |
| including debentures (bonds, notes)                                | 521        | -   | -   | 245,700   | 250,000   |
| Loans advanced   | 525        | -   | 949,000   | 41,070  | 1,224,198   |
| <b>Total</b>   | <b>540</b> | <b>170,561</b>                                  | <b>28,208,357</b>                                 | <b>286,770</b>                                  | <b>1,474,198</b>                                  |



**Accounts Receivable and Payable**

| Item                        |            | Opening balance of the<br>accounting year | Closing Balance<br>of the Accounting Period |
|-----------------------------|------------|---|---|
| Name                        | Code       |   |   |
| 1                           | 2          | 3   | 4   |
| <b>Accounts Receivable:</b> |            |   |   |
| short-term - total          | 610        | 1,087,857                                 | 4,247,653                                   |
| including:                  |            |   |   |
| trade receivables           | 611        | 785,884                                   | 1,115,585                                   |
| advances made               | 612        | 191,438                                   | 118,381                                     |
| other                       | 613        | 110,535                                   | 3,013,687                                   |
| <b>Total</b>                | <b>630</b> | <b>1,087,857</b>                          | <b>4,247,653</b>                            |
| <b>Accounts Payable:</b>    |            |   |   |
| short-term - total          | 640        | 1,775,080                                 | 9,514,031                                   |
| including:                  |            |   |   |
| trade payables              | 641        | 725,601                                   | 857,930                                     |
| advances received           | 642        | 5   | -   |
| tax and charges             | 643        | 93,613                                    | 536   |
| credits                     | 644        | -   | 8,243,659                                   |
| loans                       | 645        | 787,778                                   | 293,804                                     |
| other                       | 646        | 168,083                                   | 118,102                                     |
| long-term - total           | 650        | 4,160,581                                 | 2,629,546                                   |
| including:                  |            |   |   |
| credits                     | 651        | 4,160,581                                 | 2,629,546                                   |
| <b>Total</b>                | <b>660</b> | <b>5,935,661</b>                          | <b>12,143,577</b>                           |

**Operating expenses (by cost elements)**

| Item   |      | For accounting year | For the previous year |
|--|------|---------------------|-----------------------|
| Name   | Code |                     |                       |
| 1  | 2    | 3                   | 4                     |
| Financial expenses                             | 710  | 9,471,196           | 2,842,942             |
| Labor payment expenses                         | 720  | 451,408             | 126,765               |
| Social needs contributions                     | 730  | 34,377              | 16,732                |
| Depreciation                                   | 740  | 4,970               | 1,678                 |
| Miscellaneous expenses                         | 750  | 574,261             | 207,317               |
| Total by cost elements                         | 760  | 10,536,211          | 3,195,434             |
| Change of balances (growth [+], decrease [-]): |      |                     |                       |
| deferred expenses                              | 766  | 288,701             | 15,109                |

## Security

| Item               |      | Opening balance of the<br>accounting year | Closing balance of the<br>accounting year |
|--------------------|------|---|---|
| Name               | Code |   |   |
| 1                  | 2    | 3   | 4   |
| Issued - total     | 830  | -   | 6,176,421                                 |
| Pledged property   | 840  | 4,261,652                                 | -   |
| of which:<br>other | 843  | 4,261,652                                 | -   |

Chief Executive Officer /signed/  
(signature)

V.L. Zhivov  
(name)

Chief Accountant /signed/  
(signature)

Anna Dmitrievna  
Pozdeeva  
(name)

March 5, 2009

/company seal/

## **Exhibit No. 4. Opinion of the Audit Commission**

### **Report of the Audit Commission on the Results of the Audit of Financial and Business Activities and the Annual Accounting (Financial) Statement of OJSC Atomredmetzoloto for 2008**

City of Moscow

May 22, 2009

Pursuant to Resolution No. 7 dated June 27, 2008 of the sole shareholder of OJSC Atomredmetzoloto (the "Company") – OJSC Atomenergoprom the following persons were elected to serve on the Audit Commission:

| <b>Name</b>                     | <b>Position as of the Election Date</b>  |
|---------------------------------|--|
| Alexander Ivanovich Sergueev    | Senior Specialist of the Nuclear Materials and Spent Fuel Records Management of the Department of Nuclear Units, Nuclear Materials and Nuclear and Radiation Safety of OJSC Atomenergoprom |
| Olga Valentinovna Perepechko    | Head of the Investment and Production Costs Accounting Department of OJSC Atomenergoprom   |
| Nadezhda Valentinovna Alyoshina | Senior Specialist of the Subsidiaries and Affiliates Budgeting Unit of the Economic Projections, Pricing and Budgeting Department of OJSC Atomenergoprom                                   |

The following members of the Audit Commission of the Company:

- Chairman of the Audit Commission - Alexander Ivanovich Sergueev,
- member of the Audit Commission - Olga Valentinovna Perepechko,
- member of the Audit Commission - Nadezhda Valentinovna Alyoshina,

acting within the powers set forth in the Federal Law On Joint-Stock Companies, the Company's Charter, the Audit Commission Regulations of the Company, have conducted an audit of the financial and business activity of the Company for the period from January 01, 2008 to December 31, 2008.

#### General Information on the Company:

Full name: Open Joint-Stock Company Atomredmetzoloto.

Abbreviated name: OJSC Atomredmetzoloto.

Registered and mailing address: 109004, Moscow, Bolshoy Drovyanoy per., 22.

State registration: The Company was registered on February 22, 1995 by the Moscow Registration Chamber, registration number 004.997, on August 02, 2002 an entry was made in the Unified State Register of Legal Entities on re-registration of OJSC Atomredmetzoloto with the main state registration number 1027700043645 (certificate of state registration of legal entity series 77 No. 007893992).

As of December 31, 2008 the Company's charter capital is 3,956,039,897 Rubles. The charter capital is divided into 3,956,039,897 common shares with a nominal value of RUR 1.00 each.

As of December 31, 2008 the Company had the following shareholders (specifying the percentage of their shares in the charter capital): OJSC TVEL – 99.989%, OJSC Atomenergoprom – 0.011%.

The Company does not have any branches or representative offices.

Pursuant to the Charter the main types of the Company's business are geological exploration and mining of minerals containing, among others, nuclear materials and radioactive substances, production of natural uranium concentrates.

The senior executive officer of the Company during the audited period:

Vadim Lvovich Zhivov – General Director.

The person responsible for maintaining books and preparation of financial (accounting) statements:

Anna Dmitrievna Pozdeeva – Chief Accountant.

The audit of the Company's 2008 financial and business activities was conducted using a selective method off-site.

The Audit Commission selectively examined the documents related to the Company's financial and business activities provided on request to the Audit Commission.

**Opinion.**

Having conducted the audit and taking into account the report issued by the accounting firm LLC Nexia Pacioli on the financial (accounting) statements of the Company (license E No. 000733 dated June 25, 2002, valid for 5 years and extended through June 25, 2012) the Audit Commission hereby confirms the accuracy of the annual report, the annual financial (accounting) statements and the financial and operating results of the Company for the period from January 01, 2008 to December 31, 2008, inclusive.

Details of the audit are given in Exhibit No. 1.

Main Conclusions of the Audit:

The total rate of return in 2008 is 29%, which is consistent with the 2007 result. The net asset value of OJSC Atomredmetzoloto as of December 31, 2008 is RUR 29,408,887,000.

Chairman of the Audit Commission

A.I. Sergueev

Members of the Audit Commission:

O.V. Perepechko

N.V. Alyoshina

**Exhibit No. 5. Feedback Questionnaire*****Feedback: Your opinion is very important to us***

You have read the 2008 Annual Report of OJSC Atomredmetzoloto. Your opinion regarding the Report is critical to us. We would appreciate your answering several simple questions to help us to improve the quality of the Company's accounts.

1. Have you found in the Report any meaningful information regarding your concerns?

- ☐ Yes
- ☐ No

Please identify the most critical issues and those not addressed in this Report.

---

2. Does the information reflected in the Report of OJSC Atomredmetzoloto contribute to more efficient interaction with the Company?

- ☐ Yes
- ☐ No

Please identify information which you found particularly useful, and any missing information.

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3. Which sections of the Report have you found particularly interesting?

---

4. Which sections of the Report are of minor importance in your opinion?

---

5. Have you found this Report to be accurate and fair?

---

6. Was your assessment of accuracy influenced by the fact that the Report has been certified by the audit firm?
- 
7. Please identify your expectations with regard to the next report.
- 
8. We would appreciate your recommendations as to improvement of operations of the Holding and its subsidiaries and affiliates
- 
9. Other comments
- 
10. Please identify which group you represent in your assessment (please do not tick more than two points).
- Shareholder
  - Investor
  - Contractor/supplier
  - Competitor
  - Business customer
  - Small and medium business
  - Representative of federal governmental authorities
  - Representative of regional governmental authorities
  - Representative of local authorities
  - Representative of a non-governmental environmental organization
  - Representative of a business association or another public association
  - Representative of mass media
  - Employee of Uranium Holding ARMZ
  - Employee of one of subsidiaries or affiliates

- Other (please specify)
- 

11. If you want a feedback to your comments please contact OJSC Atomredmetzoloto (109004, Moscow, Bolshoy Drovyanoy pereulok, 22; phone: (+7) -495 -508 -8808, fax: +7-495-508-8810; e-mail: [info@armz.ru](mailto:info@armz.ru)) and leave your contact information (full name, mailing address with a postcode, phone number, e-mail). We will contact you promptly.

---

Thank you.

**COMBINED AND CONSOLIDATED  
FINANCIAL STATEMENTS**

of open joint stock company  
"Atomredmetzoloto" together  
with Independent Auditor's Report  
for the year ended 31 December 2009



## **Independent Auditor's Report**

**To the Shareholders and the Board of Directors of open joint stock company "Atomredmetzoloto"**

We have audited the accompanying combined and consolidated financial statements of open joint stock company "Atomredmetzoloto" and its subsidiaries (hereinafter the "Group"), which comprises the combined and consolidated statement of financial position as at 31 December 2009, the combined and consolidated statement of comprehensive income, the combined and consolidated statement of changes in equity and the combined and consolidated cash flows statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### ***Management's Responsibility for the Combined and Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of these combined and consolidated financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control system relevant to the preparation and fair presentation of the combined and consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these combined and consolidated financial statements based on our audit.

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the combined and consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined and consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined and consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control system relevant to the entity's preparation and fair presentation of the combined and consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the combined and consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the accompanying combined and consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2009, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.



Natalya Kharlamova  
Audit Engagement Partner  
30 June 2010

ZAO BDO

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|---|------|--------------------|-------------------|
| <b>ASSETS</b>   |      |                    |                   |
| <b>Non-current assets</b>   |      |                    |                   |
| Property, plant and equipment   | 6    | 17,785,904         | 13,994,233        |
| Intangible assets   | 7    | 873,270            | 1,011,586         |
| Exploration and evaluation assets   | 8    | 2,408,137          | 1,091,501         |
| Investments in associates and jointly controlled entities                     | 9    | 14,141,031         | 155,395           |
| Deferred income tax assets  | 25   | 353,711            | 146,258           |
| Other non-current assets  | 10   | 2,702,179          | 222,227           |
| <b>Total non-current assets</b>   |      | <b>38,264,232</b>  | <b>16,621,200</b> |
| <b>Current assets</b>   |      |                    |                   |
| Inventories   | 11   | 4,265,348          | 7,352,527         |
| Income tax receivable   |      | 141,907            | 391,786           |
| Accounts receivable and prepayments   | 12   | 8,924,684          | 3,151,201         |
| Other current assets  | 13   | 3,170,362          | 515,668           |
| Cash and cash equivalents   | 14   | 51,685,187         | 2,434,954         |
| <b>Total current assets</b>   |      | <b>68,187,488</b>  | <b>13,846,136</b> |
| <b>TOTAL ASSETS</b>   |      | <b>106,451,720</b> | <b>30,467,336</b> |
| <b>EQUITY</b>   |      |                    |                   |
| Share capital   | 15   | 20,127,325         | 3,956,040         |
| Additional paid in capital  | 15   | 48,028,800         | 85                |
| Merger reserve  | 15   | 6,692,886          | 6,726,305         |
| Currency translation reserve  |      | (1,067,341)        | 19,825            |
| Retained earnings   |      | 6,404,666          | 556,074           |
| <b>Total equity attributable to the shareholders of OJSC Atomredmetzoloto</b> |      | <b>80,186,336</b>  | <b>11,258,329</b> |
| Non-controlling interest  |      | 1,852,560          | 1,575,720         |
| <b>TOTAL EQUITY</b>   |      | <b>82,038,896</b>  | <b>12,834,049</b> |
| <b>LIABILITIES</b>  |      |                    |                   |
| <b>Non-current liabilities</b>  |      |                    |                   |
| Long-term borrowings  | 16   | 9,413,165          | 3,012,902         |
| Finance lease liability   | 17   | 39,023             | 154,797           |
| Deferred tax liabilities  | 25   | 936,604            | 1,089,025         |
| Other non-current liabilities   | 20   | 1,052,313          | 844,376           |
| <b>Total non-current liabilities</b>  |      | <b>11,441,105</b>  | <b>5,101,100</b>  |
| <b>Current liabilities</b>  |      |                    |                   |
| Short-term borrowings and current portion of long-term borrowings             | 16   | 7,468,899          | 10,455,303        |
| Finance lease liability   | 17   | 98,532             | 236,487           |
| Accounts payable and accruals   | 19   | 3,016,959          | 1,521,788         |
| Income tax payable  |      | 1,892,029          | 28,804            |
| Other taxes payable   | 18   | 495,300            | 289,805           |
| <b>Total current liabilities</b>  |      | <b>12,971,719</b>  | <b>12,532,187</b> |
| <b>TOTAL LIABILITIES</b>  |      | <b>24,412,824</b>  | <b>17,633,287</b> |
| <b>TOTAL EQUITY AND LIABILITIES</b>   |      | <b>106,451,720</b> | <b>30,467,336</b> |

30 June 2010

Khachaturov T. G.  
First Deputy of General Director  
OJSC Atomredmetzoloto

Pozdeeva A.D.  
Chief Accountant  
OJSC Atomredmetzoloto

**OJSC Atomredmetzoloto****Combined and Consolidated Statement of Comprehensive Income for the year ended 31 December 2009**

(in thousands of Russian Rubles unless noted otherwise)

|   | Note | Year ended<br>31 December<br>2009 | Year ended<br>31 December<br>2008 |
|---|------|-----------------------------------|-----------------------------------|
| Revenue   | 21   | 29,233,932                        | 15,197,372                        |
| Cost of sales   | 22   | (16,595,099)                      | (10,054,453)                      |
| <b>Gross profit</b>   |      | <b>12,638,833</b>                 | <b>5,142,919</b>                  |
| Administrative and selling expenses   | 23   | (3,898,666)                       | (2,513,546)                       |
| <b>Operating profit</b>   |      | <b>8,740,167</b>                  | <b>2,629,373</b>                  |
| Share of loss of associates and jointly controlled entities   | 9    | (89,950)                          | (43,757)                          |
| Excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities acquired over cost | 5    | -                                 | 417,463                           |
| Finance costs   | 24   | (2,566,427)                       | (926,500)                         |
| Gain from sale of financial investment  | 5    | 2,693,689                         | -                                 |
| Other incomes / (expenses)  |      | 43,423                            | (76,983)                          |
| Foreign exchange gain / (loss)  |      | 1,411,486                         | (1,705,559)                       |
| <b>Profit before income tax</b>   |      | <b>10,232,388</b>                 | <b>294,037</b>                    |
| Income tax expense  | 25   | (3,504,446)                       | (4,837)                           |
| <b>Profit for the year</b>  |      | <b>6,727,942</b>                  | <b>289,200</b>                    |
| <b>Profit / (loss) attributable to:</b>   |      |                                   |                                   |
| Shareholders of OJSC Atomredmetzoloto   |      | 6,742,708                         | 278,181                           |
| Non-controlling interest  |      | (14,766)                          | 11,019                            |
| <b>Profit for the year</b>  |      | <b>6,727,942</b>                  | <b>289,200</b>                    |
| <b>Other comprehensive income after income tax</b>  |      |                                   |                                   |
| Exchange differences on translation of foreign operations   |      | (1,087,166)                       | 22,498                            |
| <b>Total comprehensive income for the period attributable to:</b>   |      | <b>5,640,776</b>                  | <b>311,698</b>                    |
| Shareholders of OJSC Atomredmetzoloto   |      | 5,655,542                         | 300,679                           |
| Non-controlling interest  |      | (14,766)                          | 11,019                            |

**OJSC Atomredmetzoloto**  
**Combined and Consolidated Statement of Changes in Equity for the year ended 31 December 2009**  
(in thousands of Russian Rubles unless noted otherwise)

|   | Note | Share capital     | Additional paid in capital | Merger reserve   | Currency translation reserve | Retained earnings | Total             | Non-controlling interest | Total Equity      |
|---|------|-------------------|----------------------------|------------------|------------------------------|-------------------|-------------------|--------------------------|-------------------|
| <b>Balance as at 1 January 2008</b>                     |      | <b>454</b>        | <b>85</b>                  | <b>8,002,176</b> | <b>(2,673)</b>               | <b>343,570</b>    | <b>8,343,612</b>  | <b>1,487,748</b>         | <b>9,831,360</b>  |
| Total comprehensive income                              |      | -                 | -                          | -                | 22,498                       | 278,181           | 300,679           | 11,019                   | 311,698           |
| Issue of share capital                                  | 15   | 3,955,586         | -                          | -                | -                            | -                 | 3,955,586         | -                        | 3,955,586         |
| Sale of shares of subsidiary                            | 15   | -                 | -                          | -                | -                            | 22,184            | 22,184            | (22,184)                 | -                 |
| Contribution of shares of entities under common control | 15   | -                 | -                          | (1,275,871)      | -                            | -                 | (1,275,871)       | 99,137                   | (1,176,734)       |
| Dividends   | 15   | -                 | -                          | -                | -                            | (87,861)          | (87,861)          | -                        | (87,861)          |
| <b>Balance as at 31 December 2008</b>                   |      | <b>3,956,040</b>  | <b>85,</b>                 | <b>6,726,305</b> | <b>19,825</b>                | <b>556,074</b>    | <b>11,258,329</b> | <b>1,575,720</b>         | <b>12,834,049</b> |
| Total comprehensive income                              |      | -                 | -                          | -                | (1,087,166)                  | 6,742,708         | 5,655,542         | (14,766)                 | 5,640,776         |
| Issue of share capital                                  | 15   | 16,171,285        | 48,028,715                 | -                | -                            | -                 | 64,200,000        | -                        | 64,200,000        |
| Acquisition of shares of subsidiaries                   | 1    | -                 | -                          | (33,419)         | -                            | (894,116)         | (927,535)         | 291,606                  | (635,929)         |
| <b>Balance as at 31 December 2009</b>                   |      | <b>20,127,325</b> | <b>48,028,800</b>          | <b>6,692,886</b> | <b>(1,067,341)</b>           | <b>6,404,666</b>  | <b>80,186,336</b> | <b>1,852,560,</b>        | <b>82,038,896</b> |

|   | Note | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|---|------|--------------------------------|--------------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |      |                                |                                |
| Profit before income tax  |      | 10,232,388                     | 294,037                        |
| Adjustments for non-cash items:   |      |                                |                                |
| Depreciation of property, plant and equipment   | 6    | 1,049,424                      | 771,054                        |
| Amortisation of intangible assets   | 7    | 12,212                         | 13,432                         |
| Bad debt provision  | 23   | 200,794                        | 865                            |
| Provision for obsolete stock  | 22   | (6,284)                        | 3,129                          |
| Loss on disposal of property, plant and equipment   |      | 24,586                         | 31,772                         |
| Interest income   | 24   | (380,735)                      | (46,182)                       |
| Interest expense  | 24   | 2,490,765                      | 848,437                        |
| Effect of discounting   | 24   | 81,735                         | 77,506                         |
| Gain on disposal of other assets  |      | 104,671                        | 431                            |
| Foreign exchange differences  |      | (1,733,313)                    | 1,705,559                      |
| Interest on finance lease   | 24   | 90,505                         | 46,739                         |
| Excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities acquired over cost | 5    | -                              | (417,463)                      |
| Share of loss of associates and jointly controlled entities   | 9    | 89,950                         | 43,757                         |
| Vacation accrual  |      | 66,663                         | 25,376                         |
| Provision for bonus payments  |      | 258,805                        | (48,218)                       |
| Loss on derivative financial instruments  | 24   | 396,096                        | -                              |
| Gain from sale of financial investment  | 5    | (2,693,689)                    | -                              |
| Dividends, accrued  | 5    | (111,939)                      | -                              |
| Other accruals  |      | (69,535)                       | 68,294                         |
| <b>Cash from operating activities before changes in working capital and income tax</b>  |      | <b>10,103,099</b>              | <b>3,418,525</b>               |
| Changes in working capital:   |      |                                |                                |
| Change in accounts receivable and prepayments   |      | (5,559,373)                    | (1,843,594)                    |
| Change in inventories   |      | 2,990,383                      | (3,173,234)                    |
| Change in accounts payable and accruals   |      | 1,892,982                      | 222,781                        |
| Change in other taxes payable   |      | 150,909                        | 110,698                        |
| Change in other long-term liabilities   |      | (252)                          | 146,445                        |
| Interest paid   |      | (2,368,634)                    | (805,593)                      |
| Income tax paid   |      | (1,751,214)                    | (727,531)                      |
| <b>Net cash generated from operating activities</b>   |      | <b>5,457,900</b>               | <b>(1,845,910)</b>             |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |      |                                |                                |
| Interest income received  |      | 370,304                        | 42,749                         |
| Long-term loans issued  |      | (272,020)                      | -                              |
| Short-term loans issued   |      | (20,142)                       | (531,175)                      |
| Repayment of long-term loans issued   |      | 37,628                         | -                              |
| Repayment of short-term loans issued  |      | 217,340                        | 272,673                        |
| Purchase of property, plant and equipment   |      | (5,228,793)                    | (3,200,898)                    |
| Sale of property, plant and equipment   |      | 27,621                         | -                              |
| Purchase of intangible assets   |      | (107,357)                      | (545,302)                      |
| Purchase of promissory notes  |      | (404,922)                      | (6,200)                        |
| Sale of promissory notes  |      | 253,771                        | -                              |
| Dividends received  | 5    | 111,939                        | 19,766                         |
| Purchase of derivative financial instruments  | 13   | (656,833)                      | -                              |
| Purchase of exploration and evaluation assets   |      | (1,376,768)                    | (678,720)                      |
| Acquisition of shares of subsidiaries, associates and jointly controlled entities   | 1, 5 | (17,770,809)                   | (182,892)                      |
| <b>Net cash used in investing activities</b>  |      | <b>(24,819,041)</b>            | <b>(4,809,999)</b>             |

**CASH FLOWS FROM FINANCING ACTIVITIES**

|   |       |                   |                  |
|---|-------|-------------------|------------------|
| Proceeds from short-term borrowings                           |       | 21,433,061        | 14,626,556       |
| Proceeds from long-term borrowings                            |       | 35,187,700        | 567,809          |
| Repayment of short-term borrowings                            |       | (25,348,242)      | (7,990,068)      |
| Repayment of long-term borrowings                             |       | (26,587,400)      | (2,182,299)      |
| Proceeds from share issue                                     | 1, 15 | 64,200,000        | 2,972,000        |
| Dividends paid  | 15    | -                 | (87,861)         |
| Finance lease payments  |       | (273,745)         | (188,837)        |
| <b>Net cash generated from financing activities</b>           |       | <b>68,611,374</b> | <b>6,911,707</b> |
| <b>Increase in cash and cash equivalents</b>                  |       | <b>49,250,233</b> | <b>255,798</b>   |
| <b>Cash and cash equivalents at the beginning of the year</b> |       | <b>2,434,954</b>  | <b>2,179,156</b> |
| <b>Cash and cash equivalents at the end of the year</b>       |       | <b>51,685,187</b> | <b>2,434,954</b> |



**Note 1. Group and Group's activity**

The combined and consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) for the year ended 31 December 2009 for OJSC Atomredmetzoloto (hereinafter referred to as the Company) and for its subsidiaries and associates (together referred to as the Group or the Group Atomredmetzoloto).

The Company is an Open Joint-Stock Company and was established in accordance with the legislation of the Russian Federation.

As at 31 December 2008 the Group was controlled by OJSC TVEL, which possessed 99.99 percent of the shares of the Company. OJSC TVEL is indirectly (through OJSC «Atomenergoprom») controlled by the State Atomic Energy Corporation Rosatom (hereinafter - «Rosatom»). As at 31 December 2009 the Group is controlled by Rosatom, which possesses 80.345 percent of the shares of the Company.

Rosatom is a special form of legal entity according to Russian legislation, established by the Russian Federation based on separated property principle owned by Rosatom. Its governing bodies are appointed by the President of the Russian Federation and the Government of the Russian Federation. Rosatom executes the shareholder right in respect of joint stock companies, which shares belong to Rosatom according to the legislation on joint stock companies.

**Principal activity.** The Group's principal activity is uranium exploration and mining on the territory of the Russian Federation and the Republic of Kazakhstan.

**The legal address and place of activity.** The legal address of the Company is 22, B. Drovyanoy per., Moscow, 109004, the Russian Federation.

**Operating environment of the Group.** The Russian Federation displays certain characteristics of an emerging market, including relatively high inflation and high interest rates. The global financial crisis has had a severe effect on the Russian economy since mid-2008:

- (i) Lower commodity prices have resulted in lower income from exports and thus lower domestic demand. Russia's economy contracted in 2009.
- (ii) The rise in Russian and emerging market risk premium resulted in a steep increase in foreign financing costs.
- (iii) The depreciation of the Russian Rouble against hard currencies (compared to RR 25.3718 for USD 1.00 as at 1 October 2008) increased the burden of foreign currency corporate debt, which has risen considerably in recent years.
- (iv) As part of preventive steps to ease the effects of the situation in financial markets on the economy, the Government incurred a large fiscal deficit in 2009.

Borrowers and debtors of the Group were adversely affected by the financial and economic environment, which in turn has had an impact on their ability to repay the amounts owed. Deteriorating economic conditions for borrowers and debtors were reflected in revised estimates of expected future cash flows in impairment assessments.

The tax, currency and customs legislation within the Russian Federation is subject to varying interpretations and frequent changes, and other legal and fiscal impediments contribute to the challenges faced by entities currently operating in the Russian Federation. The future economic direction of the Russian Federation is largely dependent upon the effectiveness of economic, financial and monetary measures undertaken by the Government, together with tax, legal, regulatory, and political developments.

Management is unable to predict all developments in the economic environment which could have an impact on the Group's operations and consequently assess the potential effect, if any, they could have on the future financial position of the Group.

**Establishment of the Group.** The state corporation Atomredmetzoloto was established in 1992 on the basis of the former 1<sup>st</sup> Chief Division of the Ministry of medium mechanical engineering of the USSR and operated within the Ministry of an atomic energy of Russia. In 1995 the State Corporation Atomredmetzoloto was reorganized into Open Joint Stock Company (AOOT), and in 1999 re-registered in the same legal form OJSC (OAO) due to the changes in the registration of legal entities.

**Note 1. Group and Group's activity (continued)**

In 2007 in the process of formation of the State atomic holding OJSC Atomenergoprom, which consolidated all civil atomic enterprises, and Atomic Energy Corporation Rosatom, 100 percent of shares of the Company were transferred to OJSC Atomenergoprom. Within the restructuring process the Federal agency of atomic energy (subsequently Rosatom) assigned to the Company the function of raw materials supply to Russian nuclear industry. For this purpose the uranium exploration and mining assets controlled by the Russian Federation were consolidated in one Group.

As a result during 2007-2009 the Company acquired control or significant influence in the following subsidiaries, associates and jointly controlled entities:

- acquired through the common control transactions from OJSC TVEL and OJSC Tehsnabexport, including:
  - OJSC Priargunskoe proizvodstvennoe gorno-chimicheskoe ob'edinenie (OJSC PPGHO);
  - CJSC Dalur;
  - OJSC Khiagda;
  - OJSC Uranovaya gornorudnaya kompaniya (UGRK);
  - CJSC Rusburmash;
  - CJSC Lunnoe;
  - OJSC Korporatsiya Razvitiya Yuzhnoi Yakutii;
  - JSC Joint Venture Zarechnoe;
  - JSC Joint Venture Akbastau (25 percent+1 share);
  - CJSC TV-Centr (subsidiary of OJSC PPGHO);
  - LLC Joint Venture Rusburmash-Kazakhstan (subsidiary of CJSC Rusburmash);
  - LLC Dalur-Finance (subsidiary of CJSC Dalur);
  - LLC Schekotovo.
- established by OJSC Atomredmetzoloto and its subsidiaries during 2007-2009, including:
  - CJSC Elkoniski Gorno-Mettalurgichesky Kombinat (GMK);
  - CJSC Uranium mining company Gornoe;
  - CJSC Olovskaya gorno-chimicheskaya kompaniya;
  - LLC Karkhu Geologiya;
  - LLC Control centre Urandobycha;
  - LLC Edinaya servisnaya kompaniya (ESK) ARMZ;
  - Runex Uranium PTY Ltd.;
  - Northern Basins Uranium Ltd.;
  - CJSC Armyano-rossiyskaya gornorudnaya kompaniya;
  - LLC Dalur-Service (subsidiary of CJSC Dalur);
  - LLC Streltsovsky stroitelno-semontnyi trešt (subsidiary of OJSC PPGHO);
  - LLC Upravlenie obshestvennogo pitania i roznichnoi trgovli (subsidiary of OJSC PPGHO);
  - LLC Avtotransportnie perevozki (subsidiary of OJSC PPGHO);
  - LLC Avtokhoziaistvo Urtuiskoe (subsidiary of OJSC PPGHO);
  - LLC Predpriatie elektrosviasi (subsidiary of OJSC PPGHO);
  - LLC Remontno-mekhanicheskiy zavod (subsidiary of OJSC PPGHO);
  - Vostok Power Resources Ltd.
- acquired from external counterparties, including:
  - LLC Agrofirma Itmanovo;
  - LLC Geostar (subsidiary of LLC Agrofirma Itmanovo);
  - Effective Energy N.V.;
  - JSC Joint Venture Akbastau (25 percent - 1 share);
  - Uranium One Inc.

Description of business combination transactions is provided in Notes 1 and 5.

The list of the Group's subsidiaries, associates and jointly controlled entities is provided below.

## Note 1. Group and Group's activity (continued)

| Name   | Type of activity               | Group's effective interest<br>in voting shares as at |                     | Incorporation |
|--|--------------------------------|--|---------------------|---------------|
|  |                                | 31 December<br>2009                                  | 31 December<br>2008 |               |
| <b>Subsidiaries:</b>   |                                |  |                     |               |
| OJSC Priargunskoe proizvodstvennoe gorno-chimicheskoe ob'edinenie (OJSC PPGHO) (1) | Uranium mining                 | 79.33%   | 78.61%              | Russia        |
| CJSC Dalur (2)   | Uranium mining                 | 98.67%   | 97.97%              | Russia        |
| OJSC Khiagda   | Uranium mining                 | 100.00%  | 100.00%             | Russia        |
| CJSC Elkonski Gorno-Mettalurgichesky Kombinat (GMK)                                | Uranium exploration            | 100.00%  | 100.00%             | Russia        |
| CJSC Lunnoe  | Uranium and gold exploration   | 50.03%   | 50.03%              | Russia        |
| CJSC Uranium mining company Gornoe   | Uranium exploration            | 100.00%  | 100.00%             | Russia        |
| CJSC Olovskaya gorno-chimicheskaya kompaniya                                       | Uranium exploration            | 100.00%  | 100.00%             | Russia        |
| LLC Geostar  | Zirconia ore exploration       | 100.00%  | 100.00%             | Russia        |
| LLC Agrofirma Itmanovo   | Other assets                   | 100.00%  | 100.00%             | Russia        |
| LLC Karkhu Geologiya   | Uranium exploration            | 51.00%   | 51.00%              | Russia        |
| LLC Dalur-Finance  | Financing activity             | 98.67%   | 97.97%              | Russia        |
| CJSC TV-Centr (3)  | Other assets                   | 46.01%   | 45.60%              | Russia        |
| LLC Control centre Urandobycha   | Service company                | 100.00%  | 100.00%             | Russia        |
| OJSC Uranovaya gornorudnaya kompaniya (UGRK)                                       | Management company             | 100.00%  | 100.00%             | Russia        |
| CJSC Rusburmash (4)  | Service company                | 100.00%  | 51.00%              | Russia        |
| LLC Joint Venture Rusburmash-Kazakhstan (3)  | Service company                | 51.00%   | 26.01%              | Kazakhstan    |
| LLC Edinaya servisnaya kompaniya (ESK) ARMZ (1), (2), (4)                          | Service company                | 96.33%   | 87.94%              | Russia        |
| LLC Streltsovsky stroitelno-remontnyi trest (5)                                    | Service company                | 79.33%   | -                   | Russia        |
| LLC Upravlenie obshestvennogo pitania i roznichnoi trgovli (5)                     | Service company                | 79.33%   | -                   | Russia        |
| LLC Avtotransportnie perevozki (5)   | Service company                | 79.33%   | -                   | Russia        |
| LLC Avtohoziaistvo Urtuiskoe (5)   | Service company                | 79.33%   | -                   | Russia        |
| LLC Predpriatie elektrosiassi (5)  | Service company                | 79.33%   | -                   | Russia        |
| LLC Remontno-mekhanicheskyy zavod (5)  | Service company                | 79.33%   | -                   | Russia        |
| LLC Schekotovo (6)   | Service company                | 99.99%   | -                   | Russia        |
| Vostok Power Resources Ltd. (7)  | Service company                | 100.00%  | -                   | UK            |
| Effective Energy N.V. (8)  | Management company             | 100.00%  | -                   | Netherlands   |
| LLC Dalur-Service (7)  | Service company                | 98.67%   | -                   | Russia        |
| <b>Associates and jointly controlled entities:</b>                                 |                                |  |                     |               |
| JSC Joint Venture Zarechnoe  | Uranium mining                 | 49.67%   | 49.67%              | Kazakhstan    |
| JSC Joint Venture Akbastau (8)   | Uranium exploration and mining | 50.00%   | 25.00%              | Kazakhstan    |
| Runex Uranium PTY Ltd.   | Uranium exploration            | 50.00%   | 50.00%              | Namibia       |
| Northern Basins Uranium Ltd.   | Uranium exploration            | 49.00%   | 49.00%              | Canada        |
| OJSC Korporatsiya Razvitiya Yuzhnoi Yakutii  | Service company                | 25.10%   | 25.10%              | Russia        |
| Joint Company Armyano-rossiyskaya gornorudnaya kompaniya                           | Uranium exploration            | 50.00%   | 50.00%              | Russia        |
| Uranium One Inc. (9)   | Uranium mining                 | 19.95%   | -                   | Canada        |

**Note 1. Group and Group's activity (continued)**

(1) In 2009 the Company contributed RR 1,576,702 thousand in the share capital OJSC PPGHO. As a result, the Company's share in OJSC PPGHO increased from 78.61 percent to 79.33 percent. The change in non-controlling interest was reflected in the Statement of Changes in Equity on the date of the transaction.

(2) In 2009 the Company contributed RR 1,126,478 thousand in the share capital of CJSC Dalur. As a result, the Company's share in CJSC Dalur increased from 97.97 percent to 98.67 percent. The change in non-controlling interest was reflected in the Statement of Changes in Equity on the date of the transaction.

(3) CJSC TV-Centr and LLC Joint Venture Rusburmash-Kazakhstan are considered as subsidiaries, as they are controlled by OJSC PPGHO and CJSC Rusburmash respectively, which, in its turn, are controlled by OJSC Atomredmetzoloto.

(4) In 2009 the Company acquired 49 percent CJSC Rusburmash from Veselu Estates Limited. The acquisition cost was RR 600,237 thousand paid in cash. In addition, CJSC Rusburmash as of the date of acquisition owned 51 percent of LLC Joint Venture Rusburmash-Kazakhstan. The change in non-controlling interest was reflected in the Statement of Changes in Equity on the date of the transaction.

(5) In 2009 OJSC PPGHO founded 100 percent controlled subsidiaries LLC Streltsovsky stroitelno-remontnyi trest, LLC Upravlenie obshchestvennogo pitania i roznichnoi trgovli, LLC Avtotransportnie perevozki, LLC Avtohoziaistvo Urtyskoe, LLC Predpriatie elektrosiassi, LLC Remontno-mekhanicheskii zavod.

(6) In 2009 LLC Edinaya servisnaya kompaniya ARMZ acquired 98 percent in LLC Schekotovo from OJSC Tehsnabexport. Acquisition cost was RR 126,061 thousand. The Group recorded a transaction in the Statement of Changes in Equity as acquisition of the entities under common control. Besides, in 2009 LLC Edinaya servisnaya kompaniya ARMZ acquired 1 percent in LLC Schekotovo from LLC Kraun. Acquisition cost was RR 1,211 thousand. The Group recorded the transaction in the Statement of Changes in Equity. Also, in 2009 LLC Edinaya servisnaya kompaniya ARMZ made contribution of RR 9,999.9 thousand into LLC Schekotovo. The Group recorded the transaction in the Statement of Changes in Equity.

(7) In 2009 OJSC Atomredmetzoloto founded a subsidiary Vostok Power Resource Limited in the UK. The company was founded to carry-out international projects of OJSC Atomredmetzoloto, to implement assignments of OJSC Atomredmetzoloto on provision of non-government financing of uranium-mining projects, to organize work with potential investors and international consultants.

In 2009 CJSC Dalur founded 100 percent subsidiary LLC Dalur-Service.

(8) On 5 March 2009 the Group acquired 100 percent of Effective Energy N.V. (Netherlands). At the purchase date Effective Energy N.V. was a holding company and did not conduct any own activity. The major assets of Effective Energy N.V. were investments into LLC Karatau (50 percent) and JSC Joint Venture Akbastau (25 percent less 1 share), which are engaged in exploration, mining and processing of uranium in Kazakhstan. See Note 5.

(9) On 14 December 2009 Effective Energy N.V. sold 50 percent of LLC Karatau to Uranium One Inc. The payment included 117 million shares of Uranium One Inc., which made 19.95 percent of share capital.

OJSC Atomredmetzoloto and Uranium One Inc. signed a off-take agreement on purchase of uranium concentrates, entitling OJSC Atomredmetzoloto to purchase from Uranium One Inc., the greater of:

- 50 percent of annual forecast production of uranium concentrates by LLC Karatau, or
- 20 percent of total annual production of concentrates by Uranium One Inc.

OJSC Atomredmetzoloto and Uranium One Inc. entered into a framework agreement, under which Uranium One Inc. received a right of first offer on assets of OJSC Atomredmetzoloto outside the Russian Federation, in case the OJSC Atomredmetzoloto decides to sell them. In addition, OJSC Atomredmetzoloto received a seat on the Board of Directors of Uranium One Inc. as at 31 December 2009. Furthermore another representative of the Group joined the Board of Directors in May 2010 after the shareholders of Uranium One Inc. approved increase of its membership.

As a result of the transaction, the Group acquired a significant influence in Uranium One Inc. Investment in Uranium One Inc. is accounted for under the equity method in the combined and consolidated financial statements. See also Note 5.

## **Note 2. Basis of preparation**

**Basis of preparation of the financial statements.** These combined and consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) using the historical cost convention.

These consolidated financial statements are combined as acquisitions of subsidiaries from parties under common control are accounted for using pooling of interests method. Under this method, the business combination in the combined and consolidated financial statements of the combined entity is presented as if the businesses had been combined from the beginning of the earliest period presented (which is 1 January 2008) or, if later, the date when the combined entities were first brought under common control.

The principal accounting policies applied in the preparation of these combined and consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented; except for specifically disclosed circumstances (refer to Note 3).

**Going concern basis.** The financial statements have been prepared on the basis that the Group will continue as a going concern.

**Presentation currency.** Unless stated otherwise, the financial information in the combined and consolidated financial statements is presented in thousands of Russian roubles (RR).

**Reclassifications.** The Group revised its approach to classification of mineral extraction tax. As a result, the amount of taxes other than income tax in cost of sales increased by RR 284,790 thousand, in comparative period, and the amount of taxes other than income tax in administrative and selling expenses decreased by the corresponding amount.

Moreover, in 2008 consulting expenses in administrative and selling expenses increased by, RR 22,251 thousand. Other administrative expenses were decreased correspondingly.

### **Adoption of New or Revised Standards and Interpretations**

Certain new standards and interpretations became effective for the Group from 1 January 2009:

**Adoption of IAS 1, Presentation of Financial Statements (revised in September 2007 and effective for annual periods beginning on or after 1 January 2009).** The main change in IAS 1 is the replacement of the income statement by a statement of comprehensive income which includes all non-owner changes in equity, such as the revaluation of available-for-sale financial assets. Alternatively, entities are allowed to present two statements: a separate income statement and a statement of comprehensive income. The Group has elected to present a statement of comprehensive income. The revised IAS 1 also introduces a requirement to present a statement of financial position (previously balance sheet) at the beginning of the earliest comparative period whenever the entity restates comparatives due to reclassifications, changes in accounting policies, or corrections of errors. The revised IAS 1 had an impact on the presentation of the Group's Combined and Consolidated Financial Statements, but had no impact on the recognition or measurement of specific transactions and balances.

**Improvements to International Financial Reporting Standards (issued in May 2008).** In 2008, the International Accounting Standards Board decided to initiate an annual improvements project as a method of making necessary, but non-urgent, amendments to IFRS. The amendments consist of a mixture of substantive changes, clarifications, and changes in terminology in various standards. The substantive changes relate to the following areas: possibility of presentation of financial instruments held for trading as non-current under IAS 1; accounting for sale of IAS 16 assets which were previously held for rental and classification of the related cash flows under IAS 7 as cash flows from operating activities; clarification of definition of a curtailment under IAS 19; accounting for below market interest rate government loans in accordance with IAS 20; making the definition of borrowing costs in IAS 23 consistent with the effective interest method; clarification of accounting for subsidiaries held for sale under IAS 27 and IFRS 5; reduction in the disclosure requirements relating to associates and joint ventures under IAS 28 and IAS 31; enhancement of disclosures required by IAS 36; clarification of accounting for advertising costs under IAS 38; amending the definition of the fair value through profit or loss category to be consistent with hedge accounting under IAS 39; introduction of accounting for investment properties under construction in accordance with IAS 40; and reduction in restrictions over manner of determining fair value of biological assets under IAS 41. Further amendments made to IAS 8, 10, 18, 20, 29, 34, 40, 41 and to IFRS 7 represent terminology or editorial changes only, which the IASB believes have no or minimal effect on accounting. Improvement to IFRS 5 in respect of classification as held for sale in case of a loss of control over a subsidiary (effective for annual periods starting from 1st July 2009) was not early adopted by the Group.

**Note 2. Basis of preparation (continued)**

**Puttable Financial Instruments and Obligations Arising on Liquidation - IAS 32 and IAS 1 Amendment.** The amendment requires classification as equity of some financial instruments that meet the definition of financial liabilities. The amendment did not have an impact on the combined and consolidated financial statements.

**Vesting Conditions and Cancellations - Amendment to IFRS 2, Share-based Payment.** The amendment clarified that only service conditions and performance conditions are vesting conditions. Other features of a share-based payment are not vesting conditions. The amendment specifies that all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The amendment did not have an impact on the combined and consolidated financial statements.

**IFRIC 13, Customer Loyalty Programmes.** IFRIC 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. The amendment did not have an impact on the combined and consolidated financial statements.

**IFRIC 15, Agreements for the Construction of Real Estate.** The interpretation applies to the accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors, and provides guidance for determining whether agreements for the construction of real estate are within the scope of IAS 11 or IAS 18. It also provides criteria for determining when entities should recognise revenue on such transactions. The amendment did not have any material impact on the combined and consolidated financial statements.

**Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate - IFRS 1 and IAS 27 Amendment, issued in May 2008.** The amendment allows first-time adopters of IFRS to measure investments in subsidiaries, jointly controlled entities or associates at fair value or at previous GAAP carrying value as deemed cost in the separate financial statements. The amendment also requires distributions from pre-acquisition net assets of investees to be recognised in profit or loss rather than as a recovery of the investment. The amendment did not have an impact on the combined and consolidated financial statements.

**Improving Disclosures about Financial Instruments - Amendment to IFRS 7, Financial Instruments: Disclosures, issued in March 2009.** The amendment requires enhanced disclosures about fair value measurements and liquidity risk. The entity is required to disclose an analysis of financial instruments using a three-level fair value measurement hierarchy. The amendment (i) clarifies that the maturity analysis of liabilities should include issued financial guarantee contracts at the maximum amount of the guarantee in the earliest period in which the guarantee could be called; and (ii) requires disclosure of remaining contractual maturities of financial derivatives if the contractual maturities are essential for an understanding of the timing of the cash flows. An entity will further have to disclose a maturity analysis of financial assets it holds for managing liquidity risk, if that information is necessary to enable users of its financial statements to evaluate the nature and extent of liquidity risk. The enhanced disclosures are included in the combined and consolidated financial statements.

**Embedded Derivatives - Amendments to IFRIC 9 and IAS 39, issued in March 2009.** The amendments clarify that on reclassification of a financial asset out of the at fair value through profit or loss category, all embedded derivatives have to be assessed and, if necessary, separately accounted for. The amendment did not have an impact on the combined and consolidated financial statements.

**IFRIC 16, Hedges of a Net Investment in a Foreign Operation.** The interpretation explains which currency risk exposures are eligible for hedge accounting and states that translation from the functional currency to the presentation currency does not create an exposure to which hedge accounting could be applied. The IFRIC allows the hedging instrument to be held by any entity or entities within a group except the foreign operation that itself is being hedged. The interpretation also clarifies how the currency translation gain or loss reclassified from other comprehensive income to profit or loss is calculated on disposal of the hedged foreign operation. Reporting entities apply IAS 39 to discontinue hedge accounting prospectively when their hedges do not meet the criteria for hedge accounting in IFRIC 16. IFRIC 16 did not have an impact on the combined and consolidated financial statements.

**The International Financial Reporting Standard for Small and Medium-sized Entities (issued in July 2009)** is a self-contained standard, tailored to the needs and capabilities of smaller businesses. Many of the principles of full IFRS for recognising and measuring assets, liabilities, income and expense have been simplified, and the number of required disclosures have been simplified and significantly reduced. The IFRS for SMEs may be applied by entities which publish general purpose financial statements for external users and do not have public accountability. The IFRS for SMEs is not applicable to the Group.

**Note 2. Basis of preparation (continued)**

**IAS 27, Consolidated and Separate Financial Statements and consequential amendments to IAS 28, Investments in associates (revised in January 2008; effective for annual periods beginning on or after 1 July 2009).** The revised IAS 27 will require an entity to attribute total comprehensive income to the owners of the parent and to the non-controlling interests (previously minority interests) even if this results in the non-controlling interests having a deficit balance (the current standard requires the excess losses to be allocated to the owners of the parent in most cases). The revised standard specifies that changes in a parent's ownership interest in a subsidiary that do not result in the loss of control must be accounted for as equity transactions. Revised requirements also specify how an entity should measure any gain or loss arising on the loss of control of a subsidiary or loss of significant influence over an associate. The Group early adopted the revised Standard.

**IFRS 3, Business Combinations (revised in January 2008; effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009).** The revised IFRS 3 will allow entities to choose to measure non-controlling interests using the existing IFRS 3 method (proportionate share of the acquiree's identifiable net assets) or at fair value. The revised IFRS 3 is more detailed in providing guidance on the application of the purchase method to business combinations. The requirement to measure at fair value every asset and liability at each step in a step acquisition for the purposes of calculating a portion of goodwill has been removed. Instead, in a business combination achieved in stages, the acquirer will have to remeasure its previously held equity interest in the acquiree at its acquisition-date fair value and recognise the resulting gain or loss, if any, in profit or loss. Acquisition-related costs will be accounted for separately from the business combination and therefore recognised as expenses rather than included in goodwill. An acquirer will have to recognise at the acquisition date a liability for any contingent purchase consideration. Changes in the value of that liability after the acquisition date will be recognised in accordance with other applicable IFRSs, as appropriate, rather than by adjusting goodwill. The revised IFRS 3 brings into its scope business combinations involving only mutual entities and business combinations achieved by contract alone. The Group early adopted the revised Standard. As a result, accounting for business combinations, the Group 1) expensed all consulting expenses related to the business combinations; 2) acquired minority interests were accounted in combined and consolidated Statement of Changes in Equity

Unless stated otherwise, amendments and interpretations had no significant effect on the combined and consolidated financial statements of the Group.

New standards and interpretations that are mandatory for acceptance to the integration of the Group for accounting periods beginning on or after 1 January 2010 or after that date and have not been early adopted by the Group:

**IFRIC 17, Distribution of Non-Cash Assets to Owners (effective for annual periods beginning on or after 1 July 2009).** The amendment clarifies when and how any distribution of non-cash assets as dividends to the owners should be recognised. An entity should measure a liability to distribute non-cash assets as a dividend to its owners at the fair value of the assets to be distributed. A gain or loss on disposal of the distributed non-cash assets will be recognised in profit or loss when the entity settles the dividend payable. IFRIC 17 is not relevant to the Group's operations because it does not distribute non-cash assets to owners.

**IFRIC 18, Transfers of Assets from Customers (effective for annual periods beginning on or after 1 July 2009).** The interpretation clarifies the accounting for transfers of assets from customers, namely, the circumstances in which the definition of an asset is met; the recognition of the asset and the measurement of its cost on initial recognition; the identification of the separately identifiable services (one or more services in exchange for the transferred asset); the recognition of revenue, and the accounting for transfers of cash from customers. IFRIC 18 is not expected to have any impact on the Consolidated Financial Statements.

**IFRIC 19, Extinguishing Financial Liabilities with Equity Instruments (effective for annual periods beginning on or after 1 July 2010).** This IFRIC clarifies the accounting when an entity settles its debt by issuing its own equity instruments. A gain or loss is recognised in profit or loss based on the fair value of the equity instruments compared to the carrying amount of the debt. The Group is currently assessing the impact of the interpretation on the Consolidated Financial Statements.

**Eligible Hedged Items - Amendment to IAS 39, Financial Instruments: Recognition and Measurement (effective with retrospective application for annual periods beginning on or after 1 July 2009).** The amendment clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation should be applied in particular situations. The amendment is not expected to have any impact on the Consolidated Financial Statements as the Group does not apply hedge accounting.

**IFRS 1, First-time Adoption of International Financial Reporting Standards (following an amendment in December 2009, effective for the first IFRS financial statements for a period beginning on or after 1 July 2009).** The revised IFRS 1 retains the substance of its previous version but within a changed structure in order to make it easier for the reader to understand and better accommodate future changes. The Group concluded that the revised standard does not have any effect on the combined and consolidated financial statements.

**Note 2. Basis of preparation (continued)**

**Group Cash-settled Share-based Payment Transactions - Amendments to IFRS 2, Share-based Payment (effective for annual periods beginning on or after 1 January 2010).** The amendments provide a clear basis to determine the classification of share-based payment awards in both consolidated and separate financial statements. The amendments incorporate into the standard the guidance in IFRIC 8 and IFRIC 11, which are withdrawn. The amendments expand on the guidance given in IFRIC 11 to address plans that were previously not considered in the interpretation. The amendments also clarify the defined terms in the Appendix to the standard. The Group does not expect the amendments to have any material effect on the combined and consolidated financial statements.

**Classification of Rights Issues - Amendment to IAS 32 (issued 8 October 2009; effective for annual periods beginning on or after 1 February 2010).** The amendment exempts certain rights issues of shares with proceeds denominated in foreign currencies from classification as financial derivatives. The Group does not expect the amendment to have any material effect on combined and consolidated financial statements.

**Improvements to International Financial Reporting Standards (issued in April 2009; amendments to IFRS 2, IAS 38, IFRIC 9 and IFRIC 16 are effective for annual periods beginning on or after 1 July 2009; amendments to IFRS 5, IFRS 8, IAS 1, IAS 7, IAS 17, IAS 36 and IAS 39 are effective for annual periods beginning on or after 1 January 2010).** The improvements consist of a mixture of substantive changes and clarifications in the following standards and interpretations: clarification that contributions of businesses in common control transactions and formation of joint ventures are not within the scope of IFRS 2; clarification of disclosure requirements set by IFRS 5 and other standards for non-current assets (or disposal groups) classified as held for sale or discontinued operations; requiring to report a measure of total assets and liabilities for each reportable segment under IFRS 8 only if such amounts are regularly provided to the chief operating decision maker; amending IAS 1 to allow classification of certain liabilities settled by entity's own equity instruments as non-current; changing IAS 7 such that only expenditures that result in a recognised asset are eligible for classification as investing activities; allowing classification of certain long-term land leases as finance leases under IAS 17 even without transfer of ownership of the land at the end of the lease; providing additional guidance in IAS 18 for determining whether an entity acts as a principal or an agent; clarification in IAS 36 that a cash generating unit shall not be larger than an operating segment before aggregation; supplementing IAS 38 regarding measurement of fair value of intangible assets acquired in a business combination; amending IAS 39 (i) to include in its scope option contracts that could result in business combinations, (ii) to clarify the period of reclassifying gains or losses on cash flow hedging instruments from equity to profit or loss and (iii) to state that a prepayment option is closely related to the host contract if upon exercise the borrower reimburses economic loss of the lender; amending IFRIC 9 to state that embedded derivatives in contracts acquired in common control transactions and formation of joint ventures are not within its scope; and removing the restriction in IFRIC 16 that hedging instruments may not be held by the foreign operation that itself is being hedged. The Group does not expect the amendments to have any material effect on its financial statements.

**Amendment to IAS 24, Related Party Disclosures (issued in November 2009 and effective for annual periods beginning on or after 1 January 2011).** IAS 24 was revised in 2009 by: (i) simplifying the definition of a related party, clarifying its intended meaning and eliminating inconsistencies; and by (ii) providing a partial exemption from the disclosure requirements for government-related entities. The Group has early adopted the amendment to IAS 24 regarding partial exemption for government related entities. The new requirement is to disclose for government related entities only individually significant transactions and transactions that may be collectively significant.

**IFRS 9, Financial Instruments Part 1: Classification and Measurement.** IFRS 9 was issued in November 2009 and replaces those parts of IAS 39 relating to the classification and measurement of financial assets. Key features are as follows:

- Financial assets are required to be classified into two measurement categories: those to be measured subsequently at fair value, and those to be measured subsequently at amortised cost. The decision is to be made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.
- An instrument is subsequently measured at amortised cost only if it is a debt instrument and both (i) the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and (ii) the asset's contractual cash flows represent only payments of principal and interest (that is, it has only basic loan features). All other debt instruments are to be measured at fair value through profit or loss.
- All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity investments, an irrevocable election can be made at initial recognition, to recognise unrealised and realised fair value gains and losses through other comprehensive income rather than profit or loss. There is to be no recycling of fair value gains and losses to profit or loss. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in profit or loss, as long as they represent a return on investment.



**Note 2. Basis of preparation (continued)**

While adoption of IFRS 9 is mandatory from 1 January 2013, earlier adoption is permitted.

The Group is considering the implications of the standard, the impact on the Group and the timing of its adoption by the Group.

**Additional Exemptions for First-time Adopters - Amendments to IFRS 1, First-time Adoption of IFRS (effective for annual periods beginning on or after 1 January 2010).** The amendments exempt entities using the full cost method from retrospective application of IFRSs for oil and gas assets and also exempt entities with existing leasing contracts from reassessing the classification of those contracts in accordance with IFRIC 4, *Determining Whether an Arrangement Contains a Lease* when the application of their national accounting requirements produced the same result. The amendments will not have any impact on the combined and consolidated financial statements.

Unless otherwise described above, the new standards and interpretations are not expected to significantly affect the Group Combined and Consolidated Financial Statements.

In the combined and consolidated financial statements, the Group has not early adopted new standards and interpretations, listed in the note Adoption of New or Revised Standards and Interpretations which are effective from 1 January 2010 or after this date, except for early adoption of IAS 24 regarding partial exemption from the disclosure requirements for state-controlled entities.

**Critical accounting estimates and assumptions**

The Group makes estimates and assumptions that affect the amounts recognised in the combined and consolidated financial statements and the carrying amounts of assets and liabilities within the next financial year. Estimates and judgments are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Management also makes certain judgments, apart from those involving estimations, in the process of applying the accounting policies. Judgments that have the most significant effect on the amounts recognised in the combined and consolidated financial statements and estimates that can cause a significant adjustment to the carrying amount of assets and liabilities within the next financial year include:

**Provision for impairment of items of property, plant and equipment and construction in progress.** At the end of each reporting period the Group's management assess whether there is any indication that the carrying value of Group's property, plant and equipment and construction in progress may exceed their recoverable amount. The recoverable amount of fixed assets and construction in progress is the greater of two values: the fair value of the asset less costs to sell and its value in use. If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. The amount of impairment recognized in the statement of comprehensive income in the period in which the fact of impairment has been identified. If circumstances change and the management of the Group comes to the conclusion that the value of property, plant and equipment and capital construction in progress has increased the provision for impairment will be fully or partially restored.

**The estimated useful lives of the items of the property, plant and equipment.** Assessment of useful lives of the certain item of property, plant and equipment is the subject of judgment of the Group's management, which is formed on the basis of experience preparing judgments about other similar assets. In determining the useful life of an asset management takes into account the intended use; estimated technical obsolescence, physical deterioration, as well as the actual conditions of use of the asset. Changing any of these conditions or estimates may lead to an adjustment of the depreciation rates in future periods.

**Deferred income tax asset recognition.** Deferred tax asset represents income taxes recoverable through future deductions from taxable profits and is recorded in the statement of financial position. Deferred income tax asset is recognised to the extent that utilization of the related tax benefit is probable. The future taxable profits and the amount of tax benefits that are probable in the future are based on medium-term business plan prepared by management and extrapolated results thereafter. The business plan is based on management expectations that are believed to be reasonable under the circumstances.

**Provision for retirement obligations.** In accordance with collective agreements of OJSC PPGHO and CJSC Dalur, the employees are paid additional compensation at retirement. The retirement obligations recognized in financial statements of the Group, are the discounted value of these payments.

Present value of liabilities is evaluated at the present value of expected future cash outflows using real long-term interest rates.

**Note 2. Basis of preparation (continued)**

**Environmental obligations.** Environmental obligations include decommissioning and land restoration costs. Future decommissioning and land restoration costs, discounted to net present value, are capitalised and corresponding decommissioning obligations raised as soon as the constructive obligation to incur such costs arises and the future decommissioning cost can be reliably estimated. Capitalised amounts are depreciated together with respective items of property, plant and equipment. The effect of discount on the decommissioning obligation is included in interest expense. Decommissioning obligations are periodically reviewed considering current laws and regulations, and adjustments made as necessary. Ongoing rehabilitation costs are expensed when incurred.

**Note 3. Summary of significant accounting policies**

**The combined and consolidated financial statements.** Subsidiaries are those companies (including special purpose entities) in which the Group, directly or indirectly, has an interest of more than 50 percent of the voting rights or otherwise has power to govern the financial and operating policies so as to obtain economic benefits. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has the power to govern the financial and operating policies of another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group (date of acquisition) and are deconsolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities incurred or taken on at the date of exchange, and costs directly attributable to the acquisition. The date of exchange is the acquisition date where a business combination took place as a result of a single transaction, and is the date of each share purchase, where a business combination is achieved in stages.

The excess of the cost of acquisition over the acquirer's share of the fair value of the net assets of the acquiree at each transaction date is recorded as goodwill. The excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities acquired over cost (negative goodwill) is recognised immediately in the statement of comprehensive income.

Identifiable assets and liabilities acquired and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date, irrespective of the extent of any minority interest, except for conditional obligations under the income tax which are estimated according to IAS 12 "Income taxes". The difference, if any, between the fair values of the net assets at the date of exchange and at the date of acquisition is recorded directly in equity.

Intercompany transactions, balances and unrealised gains on transactions between the Group companies are eliminated; unrealised losses are also eliminated unless the cost cannot be recovered. The Company and all its subsidiaries apply unique accounting policies consistent with the Group's policies.

Non-controlling interest is the part of the net results and the net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Company. Non-controlling interest forms a separate component of the Group's equity.

**Purchase of minority interests.** The difference (in the presence of that) between balance cost of a minority interest and the amount paid for its acquisition is recorded directly in equity.

**Purchases of subsidiaries from the parties under common control.** Purchases of subsidiaries from parties under common control are accounted for using pooling of interest accounting method. Under this method the consolidated financial statements of the combined entity are presented as if the businesses had been combined from the beginning of the earliest period presented or, if later, the date when the combining entities were first brought under common control. The assets and liabilities of the subsidiary transferred under common control are accounted at the predecessor entity's carrying amounts. The difference between net assets, including the goodwill recorded at the predecessor statement of financial position, and the consideration paid is recorded in the present combined and consolidated financial statements as merger reserve.

**Investments in associates and jointly controlled entities.** Investments in associates and jointly controlled entities are accounted for using the equity method of accounting, based upon the percentage of ownership held by the Group. Associates are entities over which the Company has significant influence but not control.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

**Note 3. Summary of significant accounting policies (continued)**

Jointly controlled entities are joint ventures that involve the establishment of a corporation, partnership or other entity in which each venturer has an interest.

The Group discontinues the use of the equity method from the date on which it ceases to have joint control over, or have significant influence on jointly controlled entities and associates.

Unrealised gains on transactions with associates and jointly controlled entities are eliminated to the extent of the Group's interest in the entity.

**Financial instruments - key measurement terms.** Depending on their classification financial instruments are carried at fair value, cost or amortised cost as described below.

**Fair value** is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair value is the current bid price for financial assets and current asking price for financial liabilities which are quoted in an active market. For assets and liabilities with offsetting market risks, the Group may use mid-market prices as a basis for establishing fair values for the offsetting risk positions and apply the bid or asking price to the net open position as appropriate. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange or other institution and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Valuation techniques such as discounted cash flows models or models based on recent arm's length transactions or consideration of financial data of the investees are used to determine the fair value of certain financial instruments for which external market pricing information is not available. Valuation techniques may require assumptions not supported by observable market data. Disclosures are made in the financial statements if changing any such assumptions to a reasonably possible alternative would result in significantly different profit, income, total assets or total liabilities.

**Cost** is the amount of cash or cash equivalents paid or the fair value of the other consideration given to acquire an asset at the time of its acquisition and includes transaction costs.

**Transaction costs** are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. An incremental cost is one that would not have been incurred if the transaction had not taken place. Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs.

**Amortised cost** is the amount at which the financial instrument was recognised at initial recognition less any principal repayments, plus accrued interest, and for financial assets less any write-down for incurred impairment losses. Accrued interest includes amortisation of transaction costs deferred at initial recognition and of any premium or discount to maturity amount using the effective interest method. Accrued interest income and accrued interest expense, including both accrued coupon and amortised discount or premium (including fees deferred at origination, if any), are not presented separately and are included in the carrying values of related items of the statement of financial position.

**The effective interest method** is a method of allocating interest income or interest expense over the relevant period so as to achieve a constant periodic rate of interest (effective interest rate) on the carrying amount. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (excluding future credit losses) through the expected life of the financial instrument or a shorter period, if appropriate, to the net carrying amount of the financial instrument. The effective interest rate discounts cash flows of variable interest instruments to the next interest repricing date except for the premium or discount which reflects the credit spread over the floating rate specified in the instrument, or other variables that are not reset to market rates. Such premiums or discounts are amortised over the whole expected life of the instrument. The present value calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest.

**Classification of financial assets.** The Group classifies its financial assets into the following categories: a) loans and receivables, b) available-for sale financial assets and c) financial assets held-to-maturity.

Loans and receivables are non-derivative financial assets with fixed or measurable payments, which are not actively traded on the market, excluding those which the Group intends to sell in the nearest future.

Held to maturity investments are non-derivative financial assets with fixed or measureable payments, which are not traded on the market, and the Group has intention and ability to hold until redemption. The Group classifies

**Note 3. Summary of significant accounting policies (continued)**

investment securities as held-to-maturity at their initial recognition and evaluates the reasonableness of initial classification at each reporting date.

Derivative financial instruments include call options, acquired by the Group.

**Classification of financial liabilities.** All other financial liabilities are accounted at amortised cost.

**Initial recognition of financial instruments.** All financial assets and financial liabilities are initially recognised at fair value plus transaction costs. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is only recorded if there is a difference between fair value and transaction price which can be evidenced by other observable current market transactions with the same instrument or by a valuation technique whose variable inputs include only data from observable markets.

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention (regular way purchases and sales) are recorded at trade date, which is the date that the Group commits to deliver a financial asset. All other purchases and sales transactions are recorded at delivery date, and corresponding change in value for the period from initial recognition of liability till the date of delivery is not recognized with the respect to assets, accounted at acquisition cost or amortised cost; recognized through statement of comprehensive income for investments available for trading; for financial assets available for sale - recorded through equity accounts.

**Derecognition of financial assets.** The Group derecognises financial assets when (a) the assets are redeemed or the rights to cash flows from the assets otherwise expired or (b) the Group has transferred the rights to the cash flows from the financial assets or entered into a qualifying pass-through arrangement while (i) also transferring substantially all the risks and rewards of ownership of the assets or (ii) neither transferring nor retaining substantially all risks and rewards of ownership but not retaining control. Control is retained if the counterparty does not have the practical ability to sell the asset in its entirety to an unrelated third party without needing to impose additional restrictions on the sale.

**Securities held to maturity.** Securities held to maturity are recorded at amortised cost using effective interest rate method, less impairment losses.

**Derivative financial instruments.** Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value.

The Group's policy is to measure these instruments at fair value, with resulted gains or losses being reported within the consolidated statement of comprehensive income. Derivative financial instruments are not accounted for as hedges.

**Accounts receivable.** Trade and other accounts receivable are recorded at amortised cost calculated using the effective interest rate method. Provision for impairment of loans issued and accounts receivable is established if there is objective evidence that the Group will not be able to collect amounts when initially due. The provision amount is calculated as the difference between the carrying value of an asset and the present value of expected cash flows discounted at the initial effective interest rate corresponding to the initial financing terms. The provision is recorded in the statement of comprehensive income. Main factors which are considered by the Management while assessing the possible impairment of accounts receivable, are used to be overdue status and recoverable value of collateral if any. The following other principal criteria are also used to determine that there is objective evidence that an impairment loss has occurred:

- delay in any regular payment that cannot be explained by operating delays;
- the debtor experiences significant financial problems, which is confirmed by financial information on the debtor available to the Group;
- the debtor faces bankruptcy or other financial restructuring;
- a negative change of the debtor's payment status conditioned by changes in the national or local economic environment affecting the borrower;
- collateral value (if available) significantly decreased as a result of market deterioration.

**Cash and cash equivalents.** Cash and cash equivalents include cash in hand, demand deposits with banks and other high-liquid short-term investments with original maturities of less than three months. Cash and cash equivalents

### Note 3. Summary of significant accounting policies (continued)

are accounted for at amortised cost calculated on the basis of the effective interest method. Restricted cash balances are not considered as part of cash and cash equivalents for the purpose of the cash flow statement. Cash balances with restrictions on exchange or use for repayment of obligations within at least 12 months after the reporting date are included in other long-term assets.

**Borrowings.** Borrowings are recorded at amortised cost using the effective interest method. Interest costs on loans received for financing the construction of the property, plant and equipment are capitalised in the cost of these assets during the period required to complete and prepare these assets for their intended use. Other expenses relating to borrowings are recognised in the statement of comprehensive income.

In cases, when the qualified asset cannot be directly assigned to borrowed facility, for example, when the Group attracts financing on a centralized basis; the amount of capitalized interest is calculated using capitalisation rate multiplied by the amount of expenses attributable to qualified asset. Capitalisation rate is weighted average actual borrowing rate of the Group, excluding borrowings which can be directly attributed to the qualified asset.

**Trade payables.** Trade payables are recorded based on the actually performed contractual obligations and accounted at amortised cost using the effective interest method.

**Property, plant and equipment.** Items of property, plant and equipment are measured at the historical cost. Initial cost includes interest on for purpose and non for purpose financing of construction of corresponding items.

Repairs and maintenance costs are included in the current period's expenses. Cost of replacing of major parts or components of premises and equipment items is capitalised and the replaced part is retired.

At each reporting date management assesses whether there is any indication that an asset may be impaired. If any indication for impairment exists, management of the Group estimates the recoverable amount, which is determined as the higher of an asset's fair value less costs to sell and its value in use. The carrying amount is reduced to the recoverable amount; the impairment loss is recognised in the statement of comprehensive income. An impairment loss recognised for an asset in prior years is reversed if there has been a change in the estimates used to determine the asset's value in use or fair value less costs to sell.

Gains and losses on disposals determined by comparing proceeds with carrying amount are recognised in the statement of comprehensive income.

**Depreciation.** Plots of land owned by the Group are not depreciated. Depreciation of items of property, plant and equipment which are used in the process of uranium mining is recognised using units of production method where it most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Depreciation of other property, plant and equipment is calculated using the straight-line method to write down their cost to their residual values over their estimated useful lives at the following annual rates:

|                             | <u>Useful life (years)</u> |
|-----------------------------|----------------------------|
| Auxiliary fixed assets      | 20 - 50                    |
| Buildings and constructions | 10 - 55                    |
| Machinery and equipment     | 5 - 20                     |
| Motor transport             | 4 - 8                      |
| Other                       | 5 - 10                     |

Liquidation value of the asset represents net proceeds as a result of potential sales of the asset less selling costs assuming that the remaining useful life of the asset and its technical condition is close to the end of its estimated useful life. Liquidation value is deemed to be zero in case the Group intends to use the asset till the end of its physical life period. Liquidation value and useful lives of assets are re-considered and adjusted if required at each reporting date.

**Exploration and evaluation assets.** Expenses for exploration and evaluation of uranium fields are capitalized from the moment the Group receives permission or license for exploration and evaluation works.

Exploration and evaluation expenditures include feasibility studies, geophysics and seismology, land works, exploratory drilling, and activities in relation to evaluating the technical feasibility and commercial viability of extracting the uranium ore.

Exploration and evaluation assets are transferred to property, plant and equipment or intangible assets when the technical feasibility and commercial viability of extracting the uranium ore are demonstrable.

**Note 3. Summary of significant accounting policies (continued)**

Exploration costs incurred before the receipt of licenses (rights for exploration) are called preliminary exploration costs and expensed in the period when incurred. Such costs include project operational works, technical feasibility studies and overheads connected to preliminary exploration. All general overheads which cannot be directly attributed to exploration and evaluation works, expensed when incurred.

Depreciation of exploration and evaluation assets commences from the moment when commercial mining of uranium starts. Exploration and evaluation assets are depreciated using units of production method.

In the combined and consolidated financial statements exploration and evaluation assets are not depreciated because as at 31 December 2009 the commercial mining of uranium has not commenced at the exploration and evaluation stage.

**Operating leases.** Where the Group is a lessee in a lease which does not transfer substantially all the risk and rewards incidental to ownership from the lessor to the Company, the total lease payments, including those on expected termination, are charged to the statement of comprehensive income on a straight-line basis over the period of the lease. The period of the lease is the non-cancellable lease period, for which the lease has concluded lease contract with additional conditions, according to which the lease has the right for continuing of the lease with additional payment or without it, in cases, when as of the beginning of the rent period there is a certainty that the lease intends to use the right.

**Finance leases.** Where the Group is a lessee in a lease which transferred substantially all the risks and rewards incidental to ownership to the Group, the assets leased are capitalised in property, plant and equipment at the commencement of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of future finance charges, are included in debts. The interest cost is charged to the statement of comprehensive income over the lease period using the effective interest method. Assets acquired under finance lease are depreciated within lower of their economic useful life period and lease maturity terms in case the Group has no evidence that it will receive ownership rights for the asset after the moment the lease agreement is over.

**Exploration and mining licenses.** Exploration and mining licenses are measured at historical cost less accumulated depreciation and impairment losses. All licenses are included into the intangible assets. All licenses are depreciated starting from the moment of commercial mining of the uranium using units of production method.

**Other intangible assets.** All other intangible assets have definite useful life period and include other licenses, capitalized software and trademarks.

Acquired licenses, software and trademarks are capitalized in the amount of actual costs including costs for installation and preparation for it use.

Expenditure for development of unique and identifiable software which is controlled by the Group is recorded as intangible assets in case the potential economic benefit exceeds incurred expenses. Capitalised costs include salary of personnel involved in the development process and corresponding overheads. All other costs including technical support are expensed as incurred.

Intangible assets are amortised on a straight line basis within the period of their useful life:

|  | <u>Useful life (years)</u> |
|--|----------------------------|
| Licenses excluding exploration and mining licenses | 2 - 3                      |
| Other intangible assets                            | 3 - 5                      |

In case of impairment the carrying amount of intangible asset is being written down to the lower of selling value less costs to sell and value in use.

**Income taxes.** Income taxes are recorded in the combined and consolidated financial statements in accordance with Russian legislation enacted or substantively enacted by the reporting date. The income tax charge comprises current tax and deferred tax and is recognised in the combined and consolidated statement of comprehensive income except if it is recognised directly in equity because it relates to transactions that are also recognised, in the same or a different period, directly in equity.

Current tax represents the amount to be paid or refunded from the taxation authorities in respect of taxable profit or loss for the current or previous periods. Taxes other than on income are included in other administrative expenses.

**Note 3. Summary of significant accounting policies (continued)**

Deferred income tax is provided using the balance sheet liability method for deferred tax losses and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. In accordance with the initial recognition exemption, deferred taxes are not recorded for temporary differences on initial recognition of an asset or a liability in a transaction other than a business combination if the transaction, when initially recorded, affects neither accounting nor taxable profit. The carrying amount of deferred tax is calculated on the basis of tax rates that are expected to apply in the period, when temporary differences are reversed or deferred tax losses are utilised, on the basis of tax rates enacted or substantively enacted at the reporting date. Deferred tax assets are set off against deferred tax liabilities only within individual companies of the Group. Deferred tax assets relating to deductible temporary differences and deferred tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the deductions can be utilised.

Deferred income tax is provided on post acquisition retained earnings of subsidiaries and also other changes in subsidiaries' post-acquisition reserves, except where the Group controls the subsidiary's dividend policy and it is probable that the difference will not reverse through dividends or otherwise in the foreseeable future.

The management reviews the Group's uncertain tax positions at each reporting date. Liabilities are recognised for those income tax positions, that, according to the management's estimates (based on interpretations of the tax legislation enacted or substantively enacted at the reporting date, or other available judicial or other decision), will most probably lead to additional tax assessments if these positions are challenged by the tax bodies. Liabilities for penalties, interest and taxes other than on income are recognised based on the management's best estimate of the expenditure required to settle the obligations at the reporting date.

**Inventories.** Inventories are accounted for at the lower of cost and net selling price. Cost of inventories is defined using average weighted cost. Cost of finished goods and work in progress includes cost of raw materials, direct labor and other direct costs and corresponding portion of overheads calculated based on budgeted absorption rates and excludes finance costs. Net selling price is potential selling price in the normal course of business less costs to complete production and less selling costs.

**Prepayments and advances.** Prepayments and advances are recorded at initial costs less impairment provision. Prepayments are classified as long-term in case the expected terms of goods and services receipt exceeds 12 months or if the prepayment relates to the asset which is to be recorded as non current at initial recognition. The amount of prepayment for acquisition of the asset is included in its cost in case the Group obtains control over this asset and existence of expectations to receive economic benefits in the future. Other prepayments are posted to profit and loss at the moment when goods and services are received. In case there is an indicator that goods and services will not be received by the Group, the prepayments are written to profit and loss.

**Share capital.** Ordinary shares and non-cumulative non-redeemable preference shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as deduction from income received from share issue, excluding taxes. The excess of actual proceeds of the share issue over the nominal amount of shares issued is recognized as additional paid in capital.

**Dividends.** Dividends are recognised as liabilities and deducted from equity at the reporting date only if they were declared before the reporting date. Information on dividends is disclosed in the financial statements if they were recommended before the reporting date, and also recommended or declared after the reporting date and before the combined and consolidated financial statements are authorised for issue.

**Value added tax.** Value added tax (VAT) arising on sales of products is subject to payment to the budget on the earlier of: (a) the date of receipt of receivables from clients; or (b) the date of delivery of goods or services to clients. VAT included in the cost of acquired goods and services is generally subject to refunding through offsetting with VAT on sales revenue after receipt of the invoice. The offset is carried out in accordance with the tax legislation. VAT relating to sales and purchases is recognised in the combined and consolidated statement of financial position on a gross basis and disclosed separately in assets and liabilities. In creating provisions for impairment of receivables, impairment losses are recognised in full, including VAT.

**Provisions.** Provisions are recognised in case the Group as a result of past event bears legal or other accepted liabilities which probably will lead to potential outflow of resources of the Group which can be reliably estimated. In case the Group has the number of analogue potential obligations the possibility if resources outflow is estimated for the whole class of obligations. Provision is recorded even in case the possibility is remote for one of such potential obligations.

In cases where the Group expects indemnity against the provision, for example as a result of insurance contract signed, the indemnity amount should be recorded separately as an asset if the possibility of this compensation or asset receipt is high.

**Environmental obligations.** Environmental obligations include decommissioning and land restoration costs.

**Note 3. Summary of significant accounting policies (continued)**

Future decommissioning and land restoration costs, discounted to net present value, are capitalised and corresponding decommissioning obligations raised as soon as the constructive obligation to incur such costs arises and the future decommissioning cost can be reliably estimated. Capitalised amounts are depreciated together with respective items of property, plant and equipment. The accrual of discount on the decommissioning obligation is included in interest expense. Decommissioning obligations are periodically reviewed considering current laws and regulations, and adjustments made as necessary.

**Foreign currency.** The functional currency of the Group is the currency of primary economic environment of the Group and where the Group performs its operating activity. Functional currency of the Company and presentation currency of the Group is national currency of Russian Federation - Russian Rouble (RR).

Monetary assets and liabilities, held by the Company and denominated in foreign currencies at the reporting date, are translated into RR at the exchange rates set by the Central Bank of the Russian Federation at the date. Gains and losses resulting from the settlement of such transactions and from the translation of the monetary assets and liabilities denominated in foreign currencies are recognized in the statement of comprehensive income. The non-monetary balance sheet items including investments into equity instruments are not recalculated at the year end exchange rates. The foreign exchange gains and losses incurred as a result of changes in fair value of equity financial instruments are recorded through profit and loss from change in fair value.

**Recalculation of functional currency into the presentation currency.** The financial results and financial position of each Group company (which functional currency is not currency of hyperinflationary economy) is recalculated into the presentation currency in the following way:

- (i) assets and liabilities are recalculated at closing (or reporting date) rate;
- (ii) revenues and expenses in the statement of comprehensive income are recalculated at the average rate for corresponding period (if the average rate is not an approximation of the average rates as of the dates of transactions the revenues and expenses are recalculated at the rates valid as of the dates of transactions);
- (iii) currency translation effect is recorded as separate component of equity.

Goodwill and fair value adjustments incurred as a result of acquisition of foreign subsidiary are recorded as assets and liabilities of foreign investment and recalculated at closing exchange rate. On disposal of subsidiary as a result of sales, liquidation, distribution of equity, discontinuing operation of part or whole of the business currency translation effects recorded as component of equity are written off to the statement of comprehensive income.

**Revenue recognition.** Revenue from sale of goods is recognised at the moment of transfer of risks and rewards connected with ownership rights for these goods, usually at delivery moment. In case the Group takes responsibility to deliver goods till specific location, revenue is recognised at the moment the goods reach this location.

Revenue from sale of services is recognised in the reporting period when these services were performed taking into consideration percentage of completion of services at the reporting date compared to contracted amount.

Revenue is recognised net of VAT and rebates.

Revenue from the sale of goods is measured at the fair value of the consideration received or to be received. If it is impossible to evaluate fair value of goods received under the barter transaction, the revenue is recognized at fair value of the goods and services sold.

Interest income is accrued proportionally in accordance with terms of financing using effective interest rate.

**Employee compensation.** Accrual of payroll, contributions to the pension fund of the Russian Federation and the social insurance fund, paid annual leave and sick leave, bonuses and non-monetary benefits is made in the period when the services that define the named types of remuneration were provided by the employees of the Group.

In accordance with collective agreements of OJSC PPGHO and CJSC Dalur, employees are paid additional compensation at retirement. In addition, OJSC PPGHO and CJSC Dalur provides personal payments to ex-workers - non-working pensioners, and also pays the cost of travel to the place of vacation. Commitments to the above benefits recognized in the financial statements of the Group represent the discounted value of these payments. Thus, when evaluating the commitments it was assumed that all employees will work till retirement.

Present value of liabilities is evaluated at the present value of expected future cash outflows.

Actuarial gains and losses arising from changes in actuarial assumptions and past service cost are recognized in profit and loss account immediately. Evaluation of these obligations is carried out by the Group.



**Note 3. Summary of significant accounting policies (continued)**

Key assumptions used in calculating the liabilities relate to:

- discount rate;
- the average life expectancy of recipients of benefits.

**Note 4. Related party transactions**

The definition of related parties is provided in IAS 24 Related Party Disclosures. Parties are generally considered to be related if the parties are under common control or one party has the ability to control the other party or can exercise significant influence over the other party in making financial and economic decisions or exercise general control over its operations. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form. Information on the ultimate controlling party and other principal shareholder of the Group is disclosed in Note 1.

**State-controlled entities.** In the normal course of business the Group enters into transactions with entities controlled by the State. Taxes are accrued and paid under the Russian tax legislation. Tax balances and expenses are disclosed in Notes 12, 18, 22, 23 and 25.

The balances with the state-controlled entities are disclosed below.

|   | 31 December 2009 | 31 December 2008 |
|---|------------------|------------------|
| Trade accounts receivable                             | 131,641          | 107,446          |
| Other accounts receivable                             | 8,184            | 3,886            |
| Settlement accounts with banks                        | 68,721           | 7,846            |
| Term deposits with maturity of less than three Months | -                | 13,000           |
| Advances issued                                       | 24,940           | 27,601           |
| Advances received                                     | 3,080            | 4,015            |
| Loans received  | 3,814,340        | 407,000          |
| Trade accounts payable                                | 153,841          | 113,561          |
| Other accounts payable                                | 21,738           | 11,312           |

The information on the significant transactions with the state-controlled entities is provided below.

|                           | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|---------------------------|--------------------------------|--------------------------------|
| Other revenue             | 256,326                        | 300,887                        |
| Raw materials and goods   | (4,516)                        | -                              |
| Utilities                 | (72,802)                       | -                              |
| Rent                      | (1,217)                        | (389)                          |
| Contracting services      | (610,174)                      | (289,978)                      |
| Interest expense          | (217,199)                      | -                              |
| Other income / (expenses) | (498)                          | 246                            |

**Subsidiaries and affiliates of Rosatom and associates and jointly controlled entities of the Company.** The relationship with the parent company Rosatom (31 December 2008: OJSC TVEL), its subsidiaries and affiliates (companies under common control), as well as associates and jointly controlled entities of the Company, which the Group has entered into significant transactions with or has significant balances as of 31 December 2009 is presented below.

## Note 4. Related party transactions (continued)

|                                | Companies under common control | Associates and jointly controlled entities |
|--------------------------------|--------------------------------|--|
| Trade accounts receivable      | 1,544,846                      | 619,554                                    |
| Other accounts receivable      | 7,494                          | -  |
| Advances issued                | 23,229                         | 1,959,591                                  |
| Long-term accounts receivable  | -                              | 991,891                                    |
| Loans issued                   | -                              | 256,555                                    |
| Advances received              | 178,975                        | -  |
| Loans received                 | 6,156,155                      | -  |
| Contribution from shareholders | -                              | -  |
| Trade accounts payable         | 1,345,913                      | 74,196                                     |
| Other accounts payable         | 2,649                          | -  |

The income and expense items with related parties for the year ended 31 December 2009 were as follows:

|  | Companies under common control | Associates and jointly controlled entities |
|--|--------------------------------|--|
| Sales of uranium                           | 21,198,066                     | -  |
| Other revenue                              | 26,743                         | 262,560                                    |
| <b>Total</b>                               | <b>21,224,809</b>              | <b>262,560</b>                             |
| <b>Purchases</b>                           |                                |  |
| Cost of raw materials goods                | (1,858,581)                    | (1,230,489)                                |
| Rent                                       | (1,347)                        | -  |
| Contracting services                       | (66)                           | -  |
| <b>Total</b>                               | <b>(1,859,994)</b>             | <b>(1,230,489)</b>                         |
| <b>Administrative and selling expenses</b> |                                |  |
| Representative expenses                    | (900)                          | -  |
| Consulting and information services        | (466)                          | -  |
| Contracting services                       | (4,324)                        | -  |
| Other expenses, net                        | (1,932)                        | -  |
| <b>Total</b>                               | <b>(7,622)</b>                 | <b>-</b>                                   |
| <b>Other incomes and expenses</b>          |                                |  |
| Result on disposal of fixed assets         | (2,995)                        | -  |
| Interest income                            | -                              | 30,765                                     |
| Interest cost                              | -                              | (402)                                      |
| Other income and expenses                  | (787)                          | 12   |
| Other financial incomes and expenses       | 697                            | (696)                                      |
| <b>Total</b>                               | <b>(3,085)</b>                 | <b>29,679</b>                              |

At 31 December 2008 the outstanding balances with related parties were as follows:

|                           | OJSC TVEL | Companies under common control | Associates and jointly controlled entities |
|---------------------------|-----------|--------------------------------|--|
| Trade accounts receivable | 818,721   | 115,231                        | 25,810                                     |
| Other accounts receivable | 977       | 23,750                         | 32   |
| Advances issued           | -         | 57,468                         | -  |
| Loans issued              | -         | -                              | 114,584                                    |
| Advances received         | 178,190   | -                              | -  |
| Trade accounts payable    | 49,078    | 134,911                        | 188,479                                    |
| Other accounts payable    | 30,528    | 2,454                          | -  |

**Note 4. Related party transactions (continued)**

The income and expense items with related parties for the year ended 31 December 2008 were as follows:

|   | OJSC TVEL        | Companies under common control | Associates and jointly controlled entities |
|---|------------------|--------------------------------|--|
| Sales of uranium                                  | 9,379,798        | 3,335,703                      | -  |
| Sales of coal                                     | -                | 816,032                        | -  |
| Sales of services                                 | 6,473            | 31,296                         | -  |
| <b>Total</b>                                      | <b>9,386,271</b> | <b>4,183,031</b>               | <b>-</b>                                   |
| <b>Purchases</b>                                  |                  |                                |  |
| Cost of raw materials and goods                   | (201)            | 4,108,877                      | 666,835                                    |
| Rent  | (2,775)          | -                              | -  |
| Contracting services                              | (174,623)        | (1,064)                        | -  |
| Repair and maintenance                            | -                | (892)                          | -  |
| <b>Total</b>                                      | <b>(177,599)</b> | <b>(4,110,833)</b>             | <b>666,835</b>                             |
| <b>Administrative and selling expenses</b>        |                  |                                |  |
| Repair and maintenance                            | -                | 89                             | -  |
| Utilities   | -                | 51                             | -  |
| Contracting services                              | 1,151            | 5,362                          | -  |
| <b>Total</b>                                      | <b>1,151</b>     | <b>5,502</b>                   | <b>-</b>                                   |
| <b>Other incomes and expenses</b>                 |                  |                                |  |
| Interest income                                   | -                | 6,174                          | -  |
| Gain on disposal of property, plant and equipment | -                | 6,410                          | -  |
| previous periods expenses                         | -                | (3,761)                        | -  |
| Other income                                      | 1,224            | 3,661                          | -  |
| Other finance costs                               | -                | (1,230)                        | -  |
| <b>Total</b>                                      | <b>1,224</b>     | <b>11,524</b>                  | <b>-</b>                                   |

**Remuneration paid to the key management personnel.** The information on the remuneration to the key management personnel is presented in table below:

|                    | Year ended<br>31 December 2009 |                | Year ended<br>31 December 2008 |                |
|--------------------|--------------------------------|----------------|--------------------------------|----------------|
|                    | Paid                           | Accrued        | Paid                           | Accrued        |
| Salaries           | 95,212                         | 109,439        | 74,518                         | 85,653         |
| Short-term bonuses | 100,158                        | 104,053        | 14,468                         | 16,630         |
| <b>Total</b>       | <b>121,276</b>                 | <b>139,398</b> | <b>88,986</b>                  | <b>102,283</b> |

**Note 5. Business combinations**

**Acquisition of Effective Energy N.V.** On 5 March 2009 the Company acquired 100 percent shares of Effective Energy N.V. (the Netherlands). Purchase consideration amounted to US Dollar 470 million (RR 17,027,348 thousand) and was paid. The balance of cash of Effective Energy N.V. on the date of acquisition was RR 426 thousand.

Effective Energy N.V. was founded in September 2006 in the Netherlands. At the date of the acquisition Effective Energy N.V. was a holding company without any own business activity. The main assets of Effective Energy N.V. were financial investments in LLC Karatau (50 percent share in equity) and JSC Joint Venture Akbastau (25 percent less one share), which are engaged in exploration, mining and processing of uranium in Kazakhstan.

This acquisition was recorded as an acquisition of a group of assets, which include investments into LLC Karatau and JSC Joint Venture Akbastau. Proportional allocation of the acquisition price of Effective Energy N.V. between the investments in JSC Joint Venture Akbastau and LLC Karatau based on their fair values as per the independent valuation report is as follows:

## Note 5. Business combinations (continued)

|   |                   |
|---|-------------------|
| Investment in LLC Karatau (50 percent share)                          | 11,817,559        |
| Investments in JSC Joint Venture Akbastau (25 percent less one share) | 4,969,884         |
| Other assets  | 239,905           |
| <b>Total consideration</b>  | <b>17,027,348</b> |

As the result of the transaction, the share of the Group in JSC Joint Venture Akbastau increased to 50 percent. The Group recorded the investment in JSC Joint Venture Akbastau in the combined and consolidated financial statements using equity method. Allocation of the purchase consideration of JSC Joint Venture Akbastau based on the independent valuation report is as follows:

|                                | Carrying value  | Fair value adjustment | Fair value        |
|--------------------------------|-----------------|-----------------------|-------------------|
| Current assets                 | 109,661         | 45,475                | 155,136           |
| Non-current assets             | 1,063,695       | 23,196,056            | 24,259,751        |
| Short-term liabilities         | (1,065,918)     | 23,203                | (1,042,715)       |
| Long-term liabilities          | (164,907)       | (4,808,915)           | (4,973,822)       |
| <b>Net identifiable assets</b> | <b>(57,469)</b> | <b>18,455,819</b>     | <b>18,398,350</b> |
| Acquired share                 |                 |                       | 25%               |
| Acquired net assets            |                 |                       | 4,559,587         |
| Purchase consideration         |                 |                       | 4,969,884         |
| <b>Goodwill</b>                |                 |                       | <b>370,297</b>    |

The share in LLC Karatau was sold in 2009.

**Sale of LLC Karatau shares.** On 14 December 2009 Effective Energy N.V. sold 50 percent share in equity capital of LLC Karatau to Uranium One Inc. The payment was made by:

- 117 million shares of Uranium One Inc., which made 19.95 percent of equity;
- promissory note of US Dollar 90 million (RR 2,716,989 thousand) with maturity of 12 months (Note 13). The promissory note and accrued interest were settled in 2010;
- additional compensation in the amount of US Dollar 60 million (Note 10 and 12). The compensation is to be paid in three equal installments of US Dollar 20 million in 2010, 2011 and 2012. Additional compensation is due for payment if revenue of LLC Karatau will be exempt from excess profit tax in Kazakhstan. The first part in the amount of US Dollar 20 million was paid in 2010. The Group recorded accounts receivable for compensation for all three periods at amortized cost as the receipt of compensation is virtually certain.

In September 2009 Effective Energy N.V. received dividends from LLC Karatau in the amount of RR 111,939 thousand. Dividends were accounted in the combined and consolidated Statement of Comprehensive Income (Note 24).

The gain from the sale of investments in LLC Karatau was RR 2,693,689 thousand:

|  | Fair value        |
|--|-------------------|
| Market value of Uranium One Inc. shares                          | 10,089,390        |
| Promissory note of Uranium One Inc. (including accrued interest) | 2,779,548         |
| Additional compensation at amortized cost                        | 1,634,784         |
| <b>Total</b>   | <b>14,503,722</b> |
| Cost of investment in LLC Karatau*                               | (11,810,033)      |
| <b>Profit from sale of share in LLC Karatau</b>                  | <b>2,693,689</b>  |

\* Cost of investment includes RR 11,817,559 thousand, allocated as a result of purchase of Effective Energy N.V. on 5 March 2009 and currency translation effect in the amount of RR 7,526 thousand.

Investment in Uranium One Inc. is accounted in the combined and consolidated financial statements based on equity method. Preliminary allocation of the purchase price of Uranium One Inc. is as follows:

## Note 5. Business combinations (continued)

|                                | Carrying value    | Fair value adjustment | Fair value        |
|--------------------------------|-------------------|-----------------------|-------------------|
| Current assets                 | 8,596,037         | -                     | 8,596,037         |
| Non-current assets             | 46,944,684        | 15,181,147            | 62,125,831        |
| Short-term liabilities         | (8,110,375)       | -                     | (8,110,375)       |
| Long-term liabilities          | (11,961,944)      | -                     | (11,961,944)      |
| <b>Net identifiable assets</b> | <b>35,468,402</b> | <b>15,181,147</b>     | <b>50,649,549</b> |
| Acquired share                 |                   |                       | 19.95%            |
| Acquired net assets            |                   |                       | 10,089,390        |
| Purchase consideration         |                   |                       | 10,089,390        |
| <b>Goodwill</b>                |                   |                       | <b>-</b>          |

**Acquisition of LLC Firma Geostar and LLC Agrofirma Itmanovo.** In 2008 the Group acquired 99.99 percent and 2.03 percent shares in LLC Agrofirma Itmanovo and LLC Firma Geostar respectively from individuals. LLC Agrofirma Itmanovo at the date of acquisition owned 97.97 percent share in LLC Firma Geostar. Purchase consideration was RR 97,986 thousand for the share in LLC Agrofirma Itmanovo and RR 2,000 thousand for the share in LLC Firma Geostar.

The main assets of LLC Agrofirma Itmanovo are 5 land plots with the square of 52,196 hectares near Itmanovo village, Gagarinsky district, Nizhny Novgorod region, and 97.97 percent shares in LLC Firma Geostar.

The main assets of LLC Firma Geostar is the license, issued on 10 July 1993 valid for the period of 25 years for the right of subsoil use for completion of geological study and mining at Itmanovskaya placer of Lukoyanovsky deposit of titanium-zirconium sands.

For determination of the fair value of the acquired shares an independent evaluation was made. The fair value of the acquired assets and liabilities was determined by independent appraiser on discounted cash flow method.

The excess of fair value of the acquired assets over the acquisition cost of shares in LLC Firma Geostar and LLC Agrofirma Itmanovo in the amount of RR 417,463 thousand was accounted for in the combined and consolidated Statement of Comprehensive Income for 2008. The main reason for the excess was that the Group made a bargain purchase.

## Note 6. Property, plant and equipment

|  | Land           | Auxiliary fixed assets* | Buildings and constructions | Machinery and equipment | Motor transport  | Other fixed assets | Construction in progress | Total               |
|--|----------------|-------------------------|-----------------------------|-------------------------|------------------|--------------------|--------------------------|---------------------|
| <b>Cost</b>                                  |                |                         |                             |                         |                  |                    |                          |                     |
| Balance as at 1 January 2008                 | -              | 6,337,844               | 12,688,974                  | 8,029,546               | 1,017,550        | 202,626            | 2,330,162                | 30,606,702          |
| Additions                                    | -              | -                       | 7,137                       | 335,794                 | 179,394          | 16,902             | 3,035,412                | 3,574,639           |
| Acquired on acquisition of subsidiaries      | 149,309        | -                       | 11,082                      | 462                     | 83               | 348                | 1,725                    | 163,009             |
| Transfer                                     | -              | 59,778                  | 382,327                     | 873,296                 | 86,581           | 72,583             | (1,474,565)              | -                   |
| Disposals                                    | -              | (19,034)                | (374,830)                   | (89,169)                | (24,143)         | (11,120)           | (24,984)                 | (543,280)           |
| Exchange differences                         | -              | -                       | 1,732                       | 11,432                  | 3,590            | 781                | 1,080                    | 18,615              |
| <b>Balance as at 31 December 2008</b>        | <b>149,309</b> | <b>6,378,588</b>        | <b>12,716,422</b>           | <b>9,161,361</b>        | <b>1,263,055</b> | <b>282,120</b>     | <b>3,868,830</b>         | <b>33,819,685</b>   |
| Additions                                    | 7,871          | -                       | 363,135                     | 8,527                   | 71,389           | 7,781              | 4,661,095                | 5,119,798           |
| Transfer                                     | 2,949          | 499,178                 | 2,980,830                   | 550,728                 | 121,952          | 17,663             | (4,173,300)              | -                   |
| Disposals                                    | -              | (12,223)                | (137,186)                   | (92,658)                | (5,810)          | (9,663)            | (41,247)                 | (298,787)           |
| Exchange differences                         | -              | -                       | (1,921)                     | (12,402)                | (4,129)          | (884)              | (742)                    | (20,078)            |
| <b>Balance as at 31 December 2009</b>        | <b>160,129</b> | <b>6,865,543</b>        | <b>15,921,280</b>           | <b>9,615,556</b>        | <b>1,446,457</b> | <b>297,017</b>     | <b>4,314,636</b>         | <b>38,620,618</b>   |
| <b>Accumulated depreciation</b>              |                |                         |                             |                         |                  |                    |                          |                     |
| Balance as at 1 January 2008                 | -              | (4,569,977)             | (7,375,239)                 | (6,748,603)             | (702,639)        | (149,483)          | -                        | (19,545,941)        |
| Additions                                    | -              | (100,865)               | (277,705)                   | (257,001)               | (108,845)        | (26,638)           | -                        | (771,054)           |
| Acquired on acquisition of subsidiaries      | -              | -                       | (185)                       | (428)                   | (83)             | (234)              | -                        | (930)               |
| Disposals                                    | -              | 16,537                  | 374,366                     | 70,433                  | 22,013           | 10,972             | -                        | 494,321             |
| Exchange differences                         | -              | -                       | (120)                       | (1,269)                 | (379)            | (80)               | -                        | (1,848)             |
| <b>Balance as at 31 December 2008</b>        | <b>-</b>       | <b>(4,654,305)</b>      | <b>(7,278,883)</b>          | <b>(6,936,868)</b>      | <b>(789,933)</b> | <b>(165,463)</b>   | <b>-</b>                 | <b>(19,825,452)</b> |
| Additions                                    | -              | (102,973)               | (409,678)                   | (304,964)               | (190,036)        | (41,773)           | -                        | (1,049,424)         |
| Disposals                                    | -              | 529                     | 12,770                      | 14,719                  | 2,842            | 6,287              | -                        | 37,147              |
| Exchange differences                         | -              | -                       | 185                         | 2,082                   | 625              | 123                | -                        | 3,015               |
| <b>Balance as at 31 December 2009</b>        | <b>-</b>       | <b>(4,756,749)</b>      | <b>(7,675,606)</b>          | <b>(7,225,031)</b>      | <b>(976,502)</b> | <b>(200,826)</b>   | <b>-</b>                 | <b>(20,834,714)</b> |
| <b>Net book value as at 1 January 2008</b>   | <b>-</b>       | <b>1,767,867</b>        | <b>5,313,735</b>            | <b>1,280,943</b>        | <b>314,911</b>   | <b>53,143</b>      | <b>2,330,162</b>         | <b>11,060,762</b>   |
| <b>Net book value as at 31 December 2008</b> | <b>149,309</b> | <b>1,724,283</b>        | <b>5,437,539</b>            | <b>2,224,493</b>        | <b>474,122</b>   | <b>116,657</b>     | <b>3,868,830</b>         | <b>13,994,233</b>   |
| <b>Net book value as at 31 December 2009</b> | <b>160,129</b> | <b>2,108,794</b>        | <b>8,245,674</b>            | <b>2,390,525</b>        | <b>469,955</b>   | <b>96,191</b>      | <b>4,314,636</b>         | <b>17,785,904</b>   |

\*The Group «Auxiliary fixed assets» includes high-voltage transmission lines, pipelines, heating systems and other facilities.

**Note 6. Property, plant and equipment (continued)**

Machinery, equipment and transport groups include assets received under the finance lease agreements with the carrying value of RR 351,495 thousand as of 31 December 2009 (31 December 2008: RR 512,355 thousand).

**Operating lease.** The Group leases a number of land areas owned by local governments under non-cancellable operating lease agreements. Land lease payments are determined by lease agreements. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

|                                 | 31 December 2009 | 31 December 2008 |
|---------------------------------|------------------|------------------|
| Less than one year              | 42,501           | 21,185           |
| Between one year and five years | 21,735           | 34,933           |
| After five years                | 112,867          | 124,893          |
| <b>Total</b>                    | <b>177,103</b>   | <b>181,011</b>   |

The land areas leased by the Group are the territories on which the Group's electric power stations and other assets are located. The leases typically run for an initial period of 5 - 49 years with an option to renew the lease after that date. Lease payments are reviewed regularly to reflect market rentals.

**Note 7. Intangible assets**

|  | Licences        | Software in development | Other assets | Total            |
|--|-----------------|-------------------------|--------------|------------------|
| <b>Cost</b>                                  |                 |                         |              |                  |
| <b>Balance as at 1 January 2008</b>          | <b>136,299</b>  | <b>-</b>                | <b>1,088</b> | <b>137,387</b>   |
| Additions                                    | 493,936         | 42,095                  | 7,872        | 543,903          |
| Additions on acquisition of subsidiaries     | 347,673         | -                       | 4            | 347,677          |
| Exchange differences                         | -               | -                       | 8            | 8                |
| <b>Balance as at 31 December 2008</b>        | <b>977,908</b>  | <b>42,095</b>           | <b>8,972</b> | <b>1,028,975</b> |
| Additions                                    | 24,296          | 90,352                  | 781          | 115,429          |
| Disposals                                    | (233,465)       | -                       | (8,464)      | (241,929)        |
| Exchange differences                         | -               | (3)                     | 3            | -                |
| <b>Balance as at 31 December 2009</b>        | <b>768,739</b>  | <b>132,444</b>          | <b>1,292</b> | <b>902,475</b>   |
| <b>Accumulated depreciation</b>              |                 |                         |              |                  |
| <b>Balance as at 1 January 2008</b>          | <b>(3,667)</b>  | <b>-</b>                | <b>(301)</b> | <b>(3,968)</b>   |
| Amortisation charge                          | (13,120)        | -                       | (312)        | (13,432)         |
| Additions on acquisition of subsidiaries     | (3)             | -                       | (3)          | (6)              |
| Amortisation on disposals                    | -               | -                       | 17           | 17               |
| <b>Balance as at 31 December 2008</b>        | <b>(16,790)</b> | <b>-</b>                | <b>(599)</b> | <b>(17,389)</b>  |
| Amortisation charge                          | (9,639)         | (2,550)                 | (23)         | (12,212)         |
| Amortisation on disposals                    | -               | -                       | 396          | 396              |
| <b>Balance as at 31 December 2009</b>        | <b>(26,429)</b> | <b>(2,550)</b>          | <b>(226)</b> | <b>(29,205)</b>  |
| <b>Net book value as at 1 January 2008</b>   | <b>132,632</b>  | <b>-</b>                | <b>787</b>   | <b>133,419</b>   |
| <b>Net book value as at 31 December 2008</b> | <b>961,118</b>  | <b>42,095</b>           | <b>8,373</b> | <b>1,011,586</b> |
| <b>Net book value as at 31 December 2009</b> | <b>742,310</b>  | <b>129,894</b>          | <b>1,066</b> | <b>873,270</b>   |

**Note 7. Intangible assets (continued)**

Included under Licenses caption is the cost of licenses for exploration and mining.

| Remaining useful life of licenses is:         | Number of years |
|---|-----------------|
| At existing deposits                          | 5               |
| At deposits under exploration and development | 18              |

Software in progress includes capitalized expenses on implementation of Microsoft Dynamics (Axapta) software at OJSC PPGHO in the amount of RR 92,888 thousand.

**Note 8. Exploration and evaluation assets**

|                                     | Geology and<br>exploration | Land and<br>construction works | Feasibility<br>analysis | Total     |
|-------------------------------------|----------------------------|--------------------------------|-------------------------|-----------|
| Balance as at 1 January 2008        | 158,922                    | 94,927                         | 340,573                 | 594,422   |
| Additions                           | 365,128                    | 307                            | 131,644                 | 497,079   |
| Balance as at 31 December 2008      | 524,050                    | 95,234                         | 472,217                 | 1,091,501 |
| Reclass to construction in progress |                            |                                | (153,084)               | (153,084) |
| Additions                           | 1,328,822                  | 112,695                        | 28,203                  | 1,469,720 |
| Balance as at 31 December 2009      | 1,852,872                  | 207,929                        | 347,336                 | 2,408,137 |



**Note 9. Investments in associates and jointly controlled entities**

As at 31 December 2009 the Group's interests in associates and jointly controlled entities were as follows:

|  | 31 December<br>2008 | Share of profit / (loss)<br>of associates and<br>jointly controlled<br>entities | Charged to<br>other<br>comprehensive<br>income | Acquired<br>(Note 5)/ contributed<br>to share capital | 31 December<br>2009 |
|--|---------------------|---|--|---|---------------------|
| <b>Associates</b>  |                     |   |  |   |                     |
| Uranium One Inc.   | -                   | 834   | (250,130)                                      | 10,089,390  | 9,840,094           |
| JSC Joint Venture<br>Zarechnoye  | 133,921             | (123,806)   | (10,115)                                       | -   | -                   |
| OJSC Korporatsiya<br>Razvitiya Yuzhnoi Yakutii                                 | 17,738              | 10,739  | -  | -   | 28,477              |
| Northern Basins Uranium<br>Ltd.  | 1,174               | 17  | 236  | -   | 1,427               |
| <b>Total investments in<br/>associates</b>                                     | <b>152,833</b>      | <b>(112,216)</b>  | <b>(260,009)</b>                               | <b>10,089,390</b>                                     | <b>9,869,998</b>    |
| <b>Jointly controlled<br/>entities</b>   |                     |   |  |   |                     |
| JSC Joint Venture<br>Akbastau  | -                   | 30,341  | (747,370)                                      | 4,969,884   | 4,252,855           |
| Joint Company Armyano-<br>rossiyskaya gornorudnaya<br>kompaniya                | 2,332               | (8,112)   | 1,116  | 22,553  | 17,889              |
| Runex Uranium PTY Ltd.   | 230                 | 37  | 22   | -   | 289                 |
| <b>Total investments in<br/>jointly controlled entities</b>                    | <b>2,562</b>        | <b>22,266</b>   | <b>(746,232)</b>                               | <b>4,992,437</b>                                      | <b>4,271,033</b>    |
| <b>Total investments in<br/>associates and jointly<br/>controlled entities</b> | <b>155,395</b>      | <b>(89,950)</b>   | <b>(1,006,241)</b>                             | <b>15,081,827</b>                                     | <b>14,141,031</b>   |

As at 31 December 2008 the Group's interests in associates and jointly controlled entities were as follows:

|  | 31 December<br>2007 | Share of profit / (loss)<br>of associates and<br>jointly controlled<br>entities | Charged to<br>other<br>comprehensive<br>income | Dividends<br>received | Contributed to<br>share capital | 31 December<br>2008 |
|--|---------------------|---|--|-----------------------|---------------------------------|---------------------|
| <b>Associates</b>  |                     |   |  |                       |                                 |                     |
| JSC Joint Venture<br>Zarechnoye  | 145,426             | (14,103)  | 22,364   | (19,766)              | -                               | 133,921             |
| OJSC Korporatsiya<br>Razvitiya Yuzhnoi<br>Yakutii                                  | 31,514              | (13,776)  | -  | -                     | -                               | 17,738              |
| Northern Basins<br>Uranium Ltd.  | -                   | 9   | (73)   | -                     | 1,238                           | 1,174               |
| JSC Joint Venture<br>Akbastau  | 1,747               | (14,232)  | 12,485   | -                     | -                               | -                   |
| <b>Total investments in<br/>associates</b>   | <b>178,687</b>      | <b>(42,102)</b>   | <b>34,776</b>                                  | <b>(19,766)</b>       | <b>1,238</b>                    | <b>152,833</b>      |
| <b>Jointly controlled entities</b>   |                     |   |  |                       |                                 |                     |
| Joint Company<br>Armyano- rossiyskaya<br>gornorudnaya<br>kompaniya                 | -                   | (1,655)   | 396  | -                     | 3,591                           | 2,332               |
| Runex Uranium PTY<br>Ltd.  | -                   | -   | (3)  | -                     | 233                             | 230                 |
| <b>Total investments in<br/>jointly controlled<br/>entities</b>                    | <b>-</b>            | <b>(1,655)</b>  | <b>393</b>                                     | <b>-</b>              | <b>3,824</b>                    | <b>2,562</b>        |
| <b>Total investments in<br/>associates and<br/>jointly controlled<br/>entities</b> | <b>178,687</b>      | <b>(43,757)</b>   | <b>35,169</b>                                  | <b>(19,766)</b>       | <b>5,062</b>                    | <b>155,395</b>      |

## 9. Investments into associates and jointly controlled entities (continued)

The following is the summarized financial information, in aggregate, related to significant associates and jointly controlled entities as of 31 December 2009:

| Name   | Total assets | Total liabilities | Revenue   | Income/ (loss) | Equity share (%) | The country of registration |
|--|--------------|-------------------|-----------|----------------|------------------|-----------------------------|
| <b>Associates</b>  |              |                   |           |                |                  |                             |
| Uranium One Inc.   | 55,540,721   | 20,072,319        | 1,230,539 | 107,319        | 19.95%           | Canada                      |
| JSC Joint Venture Zarechnoye                             | 3,072,025    | 3,081,368         | 1,658,432 | (249,261)      | 49.67%           | Kazakhstan                  |
| OJSC Korporatsiya Razvitiya Yuzhnoi Yakutii              | 122,055      | 8,603             | 80,068    | 42,783         | 25.10%           | Russia                      |
| Northern Basins Uranium Ltd.                             | 2,912        | -                 | -         | 17             | 49.00%           | Canada                      |
| <b>Jointly controlled entities</b>                       |              |                   |           |                |                  |                             |
| JSC Joint Venture Akbastau*                              | 23,274,314   | 6,455,113         | 369,609   | (24,892)       | 50.00%           | Kazakhstan                  |
| Joint Company Armyano-rossiyskaya gornorudnaya kompaniya | 35,919       | 142               | -         | (183,478)      | 50.00%           | Armenia                     |
| Runex Uranium PTY Ltd.                                   | 410          | -                 | -         | -              | 50.00%           | Namibia                     |

\*The amounts include fair value adjustment made upon acquisition of additional 25 percent share in JSC Joint Venture Akbastau on 5 March 2009.

The following is the summarized financial information, in aggregate, related to significant associates and jointly controlled entities as of 31 December 2008:

| Name   | Total assets | Total liabilities | Revenue | Income/ (loss) | Equity share (%) | The country of registration |
|--|--------------|-------------------|---------|----------------|------------------|-----------------------------|
| <b>Associates</b>  |              |                   |         |                |                  |                             |
| JSC Joint Venture Zarechnoye                             | 3,155,693    | 2,886,067         | 661,826 | (28,380)       | 49.67%           | Kazakhstan                  |
| JSC Joint Venture Akbastau                               | 900,839      | 959,501           | 3,582   | (56,932)       | 25.00%           | Kazakhstan                  |
| OJSC Korporatsiya Razvitiya Yuzhnoi Yakutii              | 78,742       | 8,074             | -       | (54,883)       | 25.10%           | Russia                      |
| Northern Basins Uranium Ltd.                             | 2,395        | -                 | -       | 7              | 49.00%           | Canada                      |
| <b>Jointly controlled entities</b>                       |              |                   |         |                |                  |                             |
| Joint Company Armyano-rossiyskaya gornorudnaya kompaniya | 7,214        | 2,298             | -       | (3,310)        | 50.00%           | Armenia                     |
| Runex Uranium PTY Ltd.                                   | 231          | -                 | -       | -              | 50.00%           | Namibia                     |

## Note 10. Other non-current assets

|   | 31 December 2009 | 31 December 2008 |
|---|------------------|------------------|
| Long-term accounts receivable                   | 1,021,927        | 23,348           |
| Cash deposit                                    | 400,000          | -                |
| Promissory notes                                | 280,296          | -                |
| Long-term borrowings granted to a related party | 256,555          | -                |
| <b>Total financial assets</b>                   | <b>1,958,778</b> | <b>23,348</b>    |
| Long-term advances receivable                   | 602,360          | -                |
| Long-term VAT recoverable                       | 141,041          | 198,879          |
| <b>Total other non-current assets</b>           | <b>2,702,179</b> | <b>222,227</b>   |

Long-term accounts receivable include receivable in 2011-2012 from Uranium One Inc. for the sale of LLC Karatau in the amount of RR 991,891 thousand stated after deduction of a discount in the amount of RR 212,837 thousand, calculated at the rate of 14 percent (Note 5).

Deposit in the amount of RR 400,000 thousand is placed in the OJSC National Reserve Bank. Term of the deposit is till 17 February 2011. Annual interest rate is 10 percent.

The Group acquired interest-free promissory notes of OJSC National Reserve Bank with nominal value of RR 357,933 thousand with maturity on 17 February 2012 in exchange for promissory notes OJSC AKB Elektronika in the amount of RR 255,670 thousand, which the Group had as at 31 December 2008.

#### Note 10. Other non-current assets (continued)

The term of the long-term loans granted in US Dollars to JSC Joint Venture Zarechnoye is 1 April 2012. The effective interest rate is 14 percent.

In 2009 the Group provided advances to JSC Joint Venture Zarechnoye and JSC Joint Venture Akbastau for the supply of uranium. The value of advances as at 31 December 2009 is RR 2,286,964 thousand, including short-term portion of RR 1,684,604 thousand (Note 12) and long-term portion of RR 602,360 thousand.

#### Note 11. Inventories

|                              | 31 December 2009 | 31 December 2008 |
|------------------------------|------------------|------------------|
| Raw materials                | 1,917,087        | 1,459,873        |
| Work in progress             | 580,822          | 640,665          |
| Finished goods               | 1,800,423        | 5,291,257        |
| Provision for obsolete stock | (32,984)         | (39,268)         |
| <b>Total inventories</b>     | <b>4,265,348</b> | <b>7,352,527</b> |

Movement in provision for obsolete stock is provided below.

|  |               |
|--|---------------|
| Provision for obsolete stock as at 1 January 2008          | 36,139        |
| Charge for the period                                      | 3,129         |
| Provision for obsolete stock as at 31 December 2009        | 39,268        |
| Reversal   | (6,284)       |
| <b>Provision for obsolete stock as at 31 December 2009</b> | <b>32,984</b> |

#### Note 12. Accounts receivable and prepayments

|  | 31 December<br>2009 | 31 December<br>2008 |
|--|---------------------|---------------------|
| Trade accounts receivable                        | 4,991,778           | 1,207,106           |
| Other accounts receivables                       | 951,579             | 284,989             |
| <b>Total financial accounts receivable</b>       | <b>5,943,357</b>    | <b>1,492,095</b>    |
| Value added tax recoverable                      | 851,106             | 165,909             |
| Advances to suppliers and prepayments            | 1,684,604           | 521,222             |
| Value added tax prepaid                          | 235,052             | 755,040             |
| Other prepaid taxes                              | 202,762             | 118,366             |
| Other receivables                                | 7,803               | 98,569              |
| <b>Total accounts receivable and prepayments</b> | <b>8,924,684</b>    | <b>3,151,201</b>    |

As of 31 December 2009 trade accounts receivable include receivable from two customers for uranium exports in the amount of RR 3,121,413 thousand. The delivery was made in late 2009. During 2010 the receivable has been paid.

As of 31 December 2009 other accounts receivable include receivable from Uranium One Inc. for the sale of LLC Karatau to Uranium One Inc. in the amount of RR 602,364 thousand (Note 5).

The provision for impairment of accounts receivable has been determined based on specific customer identification, customer payment trends, subsequent receipts and settlements and the analyses of expected future cash flows. Management believes that the Group entities will be able to realise the net receivable amount through direct collections and other non-cash settlements, and the recorded value approximates their fair value.

Movements in the impairment provision for trade and other accounts receivable are as follows:

## Note 12. Accounts receivable and prepayments (continued)

|  | Financial accounts receivable | Advances issued |
|--|-------------------------------|-----------------|
| Provision for impairment as at 1 January 2008              | 44,946                        | 19,781          |
| (Release)/accrual of bad debt provision, net               | (2,396)                       | 1,531           |
| Bad debt provision acquired on acquisition of subsidiaries | -                             | 2,685           |
| Provision for impairment as at 31 December 2008            | 42,550                        | 23,997          |
| Charge for the period                                      | 27,364                        | 55,528          |
| Provision for impairment as at 31 December 2009            | 69,914                        | 79,525          |

Analysis by credit quality of accounts receivable is as follows:

|  | 31 December 2009          |                           | 31 December 2008          |                           |
|--|---------------------------|---------------------------|---------------------------|---------------------------|
|  | Trade accounts receivable | Other accounts receivable | Trade accounts receivable | Other accounts receivable |
| <i>Current and not impaired accounts receivable - the risk is associated with:</i> |                           |                           |                           |                           |
| - Russian government   | -                         | 1,210                     | 5,728                     | 4,760                     |
| - Other Russian municipal authorities  | 28,278                    | 7,196                     | 77,306                    | 1,064                     |
| - Major Russian corporations   | 1,562,155                 | 186,343                   | 1,051,096                 | 174,905                   |
| - Small companies  | 43,129                    | 21,069                    | 27,288                    | 51,955                    |
| - Major foreign companies  | 3,138,373                 | 664,817                   | 25,812                    | 50,188                    |
| - Other  | 1,133                     | 3,314                     | 1,895                     | 233                       |
| <b>Total current and not impaired accounts receivable</b>                          | <b>4,773,068</b>          | <b>883,949</b>            | <b>1,189,125</b>          | <b>283,105</b>            |
| <i>Due but not impaired</i>  |                           |                           |                           |                           |
| - less 30 days   | 7,218                     | 4,134                     | 528                       | 235                       |
| - 30 to 90 days overdue  | 207,011                   | 61,457                    | 7,244                     | 200                       |
| - 90 to 180 days overdue   | 4,481                     | 2,039                     | 10,210                    | 1,448                     |
| <b>Total due but not impaired</b>  | <b>218,710</b>            | <b>67,630</b>             | <b>17,982</b>             | <b>1,883</b>              |
| <i>Individually defined as doubtful (total amount)</i>                             |                           |                           |                           |                           |
| - 90 to 180 days overdue   | 4,481                     | 2,039                     | 10,208                    | 1,448                     |
| - 180 to 360 days overdue  | 38,465                    | 24,929                    | 7,094                     | -                         |
| - beyond 360 days overdue  | -                         | -                         | 21,706                    | 2,094                     |
| <b>Total of individually defined as doubtful</b>                                   | <b>42,946</b>             | <b>26,968</b>             | <b>39,008</b>             | <b>3,542</b>              |
| <b>Less provision for doubtful accounts receivable</b>                             | <b>(42,946)</b>           | <b>(26,968)</b>           | <b>(39,008)</b>           | <b>(3,542)</b>            |
| <b>Total</b>   | <b>4,991,778</b>          | <b>951,579</b>            | <b>1,207,106</b>          | <b>284,989</b>            |

## Note 13. Other current assets

|  | 31 December 2009 | 31 December 2008 |
|--|------------------|------------------|
| Bank promissory notes at amortised cost                | 2,716,989        | 255,670          |
| Derivative financial instruments                       | 260,737          | -                |
| Loans at amortised cost (effective interest rate - 8%) | 192,636          | 259,998          |
| <b>Total other current assets</b>                      | <b>3,170,362</b> | <b>515,668</b>   |

Within the terms of the selling transaction of LLC Karatau (Note 5) the Group has received a bank promissory note Uranium One Inc. at the amount of RR 2,716,989 thousand (US Dollar 90 million). The annual interest rate was 4.75 percent. A promissory note with the accrued interest was settled in January 2010.

In August 2009 Effective Energy N.V. entered into two option agreements on purchasing of 18,936,600 shares of Uranium One Inc. (3.23 percent of the share capital) with exercise dates in February - March 2010. The loss from revaluation of the option agreements at fair value as of 31 December 2009 was RR 396,096 thousand (Note 24).

## Note 14. Cash and cash equivalents

|   | 31 December 2009  | 31 December 2008 |
|---|-------------------|------------------|
| Settlement accounts with banks                        | 18,666,521        | 2,373,389        |
| Term deposits with maturity of less than three months | 33,002,222        | 14,043           |
| Restricted cash                                       | 16,044            | 47,097           |
| Cash on hand  | 400               | 425              |
| <b>Total cash and cash equivalents</b>                | <b>51,685,187</b> | <b>2,434,954</b> |

Restricted cash include cash placed on letter of credit accounts and cash in transit.

The main reason for the significant increase in cash and cash equivalents was receipt of funds to additional issue of shares of the Company (Note 15).

Balances on settlement accounts, term bank deposits are neither overdue nor impaired. Analysis of the credit quality of the balances in banks and short-term bank deposits is shown in the table below:

|                                 | 31 December 2009               |                          | 31 December 2008               |                          |
|---------------------------------|--------------------------------|--------------------------|--------------------------------|--------------------------|
|                                 | Settlement accounts with banks | Term deposits with banks | Settlement accounts with banks | Term deposits with banks |
| <i>Rating Standard and Poor</i> |                                |                          |                                |                          |
| BBB                             | 68,721                         | -                        | 24,285                         | 13,000                   |
| B+                              | 2,021,734                      | 2,159                    | 2,165,544                      | -                        |
| BBB-                            | 13,251                         | -                        | 2                              | -                        |
| B                               | 16,545,920                     | 33,000,063               | 182,968                        | 110                      |
| BB-                             | 6,709                          | -                        | 26                             | -                        |
| B-                              | 9,833                          | -                        | 260                            | -                        |
| CCC                             | 1                              | -                        | 1                              | -                        |
| No ratings                      | 352                            | -                        | 303                            | 933                      |
| <b>Total</b>                    | <b>18,666,521</b>              | <b>33,002,222</b>        | <b>2,373,389</b>               | <b>14,043</b>            |

## Note 15. Share capital

|                                 | Number of shares issued | Ordinary shares   | Additional paid in capital | Total             |
|---------------------------------|-------------------------|-------------------|----------------------------|-------------------|
| <b>As at 1 January 2008</b>     | <b>453,722</b>          | <b>454</b>        | <b>85</b>                  | <b>539</b>        |
| Issue of share capital          | 3,955,586,175           | 3,955,586         | 24,841,084                 | 28,796,670        |
| Credited against merger reserve | -                       | -                 | (24,841,084)               | (24,841,084)      |
| <b>As at 31 December 2008</b>   | <b>3,956,039,897</b>    | <b>3,956,040</b>  | <b>85</b>                  | <b>3,956,125</b>  |
| Issue of share capital          | 16,171,284,635          | 16,171,285        | 48,028,715                 | 64,200,000        |
| <b>As at 31 December 2009</b>   | <b>20,127,324,532</b>   | <b>20,127,325</b> | <b>48,028,800</b>          | <b>68,156,125</b> |

**Issue of share capital in 2008.** The Company issued additional 3,955,586,175 shares with the value of RR 28,796,670 thousand in favor of OJSC TVEL. Additional shares were paid for in the following way:

- by shares of subsidiaries of OJSC TVEL, including OJSC PPGHO, OJSC Khiagda and CJSC Dalur in the amount of RR 25,824,667 thousand, and
- cash in the amount of RR 2,972,000 thousand.

Additional paid in capital represents the amount by which contributions to capital exceed the nominal value of shares issued. In the combined and consolidated Statement of Changes in Equity additional paid in capital was credited against the merger reserve.

**Issue of share capital in 2009.** In accordance with the decision of the Extraordinary General Meeting of Shareholders on increase of the share capital of the Company (Minutes №1 dated 20 January 2009) the share capital of the Company was increased to 20,127,324,532 shares with a nominal value of RR 1 each.

Payment of additional share issue of the Company was fully made in 2009. According to the Government Resolution № 909-R dated 11 July 2009 Rosatom received a grant from the federal budget in the amount of RR 50 billion for the purchase of shares of the Company. According the Government Resolution № 1998-R dated 19 December 2009 Rosatom received a grant from the federal budget of RR 14.2 billion for the purchase of shares of the Company.

**Note 15. Share capital (continued)**

The additional share issue was registered in the shareholders' register to the account of Rosatom, which share in the share capital of the Company amounted to 80.345 percent. Report on the results of the additional share issue was registered by the Federal Service for Financial Markets of Russia in March 2010.

The funds obtained under the additional share issue are to be used for the investment program of the Group to increase efficiency and competitiveness of Russian nuclear industry on global market.

**Sale of shares of the subsidiary.** In March 2008, an additional share issue of CJSC Lunnoe, which was acquired by the Company and OJSC Zoloto Seligdara, was made. As a result the share of the Company in CJSC Lunnoe decreased to 50.03 percent. In these combined and consolidated financial statements the transaction is accounted for in the Statement of Changes in Equity.

**Merger reserve.** The difference in the amount of RR 7,575,733 thousand between the acquisition cost, equity of the companies, acquired by the Group in the transactions under common control in accordance with IFRS on 1 January 2007, and minority interest was reflected in the merger reserve within equity attributable to the shareholders of the Company.

The difference between the acquisition cost, equity of the companies, acquired by the Group in transactions under common control in accordance with IFRS in 2007 and 2008 and minority interests of RR 426,443 thousand and RR 1,275,871 thousand was reflected in the merger reserve within equity attributable to the majority shareholders of the Company.

**Currency translation reserve.** Currency translation differences arise as a result of recalculation of the functional reporting currency of foreign operations of the Group into the presentation currency (the Russian ruble). The main reason for the loss of RR 1,087,166 thousand from currency translation differences, as reflected in the other comprehensive income of the Group for the year ended 31 December 2009, is a revaluation of Russian ruble against Kazakhstan tenge and Euro.

**Dividends.** Distribution of profits is made on the basis of the financial statements prepared in accordance with the Russian accounting rules. During the year ended 31 December 2009 there were no dividends declared (for the year ended 31 December 2008 the amount of dividends declared and paid was RR 87,861 thousand).

**Note 16. Borrowings**

The structure of non-current borrowings is as follows:

|   | 31 December 2009 | 31 December 2008 |
|---|------------------|------------------|
| Borrowings from companies                     | 6,307,316        | 94,501           |
| Bank loans                                    | 3,153,030        | 4,093,617        |
| Bonds   | -                | 510,835          |
| Less: current portion of long-term borrowings | (47,181)         | (1,686,051)      |
| <b>Total non-current borrowings</b>           | <b>9,413,165</b> | <b>3,012,902</b> |

In March 2008 the Group has made a public offering of ordinary documentary interest-bearing non-convertible bonds. Number of bonds issued amounted to 520 thousand with a nominal value of RR 1,000 maturing in 2013. Total value of the offering was RR 520,000 thousand. Interest on the 1<sup>st</sup> and 2<sup>nd</sup> coupons was set at 12.95 percent per annum, 3<sup>rd</sup> - 6<sup>th</sup> coupons - 14 percent p.a., 7<sup>th</sup> - 10<sup>th</sup> coupons - coupon rate is to be set by the issuer. In 2009 the bonds were redeemed early.

In August 2009 the Company signed a loan agreement with OJSC Atomenergoprom for RR 3,300,000 thousand with a maturity date on 10 February 2014. This loan was repaid in the first half of 2010.

In December 2009 the Company signed a loan agreement with OJSC Atomenergoprom for RR 2,790,000 thousand with a maturity date on 10 February 2014. This loan was repaid in the first half of 2010.

The Group's non-current borrowings mature as follows:

## Note 16. Borrowings (continued)

|                                   | 31 December 2009 | 31 December 2008 |
|-----------------------------------|------------------|------------------|
| From one to two years             | 236,667          | 2,730,864        |
| From two to three years           | 3,000,000        | 132,266          |
| From three to four years          | 86,498           | -                |
| From four to five years           | 6,090,000        | 149,772          |
| <b>Итого long-term borrowings</b> | <b>9,413,165</b> | <b>3,012,902</b> |

The structure of current borrowings is as follows:

|   | 31 December 2009 | 31 December 2008  |
|---|------------------|-------------------|
| Bank loans                              | 5,090,362        | 8,471,844         |
| Borrowings from third parties           | 2,331,356        | 297,408           |
| Current portion of long-term borrowings | 47,181           | 1,686,051         |
| <b>Total current borrowings</b>         | <b>7,468,899</b> | <b>10,455,303</b> |

The Group's borrowings are denominated in the following currencies:

|                            | 31 December 2009  | 31 December 2008  |
|----------------------------|-------------------|-------------------|
| Borrowings denominated in: |                   |                   |
| - Russian Roubles          | 13,798,784        | 1,886,346         |
| - US Dollars               | 3,083,280         | 11,581,859        |
| <b>Total borrowings</b>    | <b>16,882,064</b> | <b>13,468,205</b> |

As at 31 December 2009 the effective interest rate ranged from 9.67 percent to 18.5 percent per annum on borrowings denominated in RR, from 10 percent to 14 percent per annum on borrowings denominated in US Dollars (31 December 2008: effective interest rate ranged from 9.5 percent to 18 percent per annum on borrowings denominated in RR, from 11 percent to 13 percent per annum on borrowings denominated in US Dollars).

As at 31 December 2009 the interest capitalized in property, plant and equipment and exploration and evaluation assets amounted to RR 555,073 thousand (2008: RR 119,823 thousand).

Borrowings have the following carrying value and fair value:

|                               | Carrying value    |                   | Fair value        |                   |
|-------------------------------|-------------------|-------------------|-------------------|-------------------|
|                               | 2009              | 2008              | 2009              | 2008              |
| Bank loans                    | 8,243,392         | 12,565,460        | 8,032,438         | 11,266,932        |
| Bonded loan                   | -                 | 510,835           | -                 | 510,835           |
| Borrowings from third parties | 8,638,672         | 391,909           | 7,952,160         | 391,909           |
| <b>Total borrowings</b>       | <b>16,882,064</b> | <b>13,468,205</b> | <b>15,984,598</b> | <b>12,169,676</b> |

## Note 17. Finance lease obligations

Below is information of the minimum lease payments under finance leases and their present value:

|                             | 31 December 2009       |               |                           | 31 December 2008       |               |                           |
|-----------------------------|------------------------|---------------|---------------------------|------------------------|---------------|---------------------------|
|                             | Minimum lease payments | Interest      | The amount of obligations | Minimum lease payments | Interest      | The amount of obligations |
| Up to one year              | 177,980                | 79,448        | 98,532                    | 290,329                | 53,842        | 236,487                   |
| From one year to five years | 39,905                 | 882           | 39,023                    | 172,397                | 24,307        | 148,090                   |
| More than 5 years           | -                      | -             | -                         | 9,758                  | 3,051         | 6,707                     |
| <b>Total</b>                | <b>217,885</b>         | <b>80,330</b> | <b>137,555</b>            | <b>472,484</b>         | <b>81,200</b> | <b>391,284</b>            |

## Note 18. Other taxes payable

|                                  | 31 December 2009 | 31 December 2008 |
|----------------------------------|------------------|------------------|
| Value added tax                  | 256,102          | 161,833          |
| Unified social tax               | 128,028          | 44,557           |
| Property tax                     | 33,395           | 20,738           |
| Land tax                         | 21,806           | 21,120           |
| Personal income tax              | 18,636           | 13,830           |
| Transportation tax               | 1,145            | 3,155            |
| Other taxes                      | 36,188           | 24,572           |
| <b>Total other taxes payable</b> | <b>453,300</b>   | <b>289,805</b>   |

## Note 19. Accounts payable and accruals

|  | 31 December 2009 | 31 December 2008 |
|--|------------------|------------------|
| Trade accounts payable                     | 2,181,915        | 885,599          |
| Other accounts payable                     | 119,254          | 223,765          |
| <b>Total financial accounts payable</b>    | <b>2,301,169</b> | <b>1,109,364</b> |
| Settlements with personnel                 | 525,466          | 220,540          |
| Advances received                          | 189,375          | 188,356          |
| Other accounts payable                     | 949              | 3,528            |
| <b>Total accounts payable and accruals</b> | <b>3,016,959</b> | <b>1,521,788</b> |

## Note 20. Other non-current liabilities

|  | Retirement obligations | Environmental provision | Other         | Total            |
|--|------------------------|-------------------------|---------------|------------------|
| <b>Net book value as at 31 December 2007</b> | <b>322,703</b>         | <b>324,909</b>          | <b>9,400</b>  | <b>657,012</b>   |
| Charged for the period                       | 141,332                | 40,919                  | 5,113         | 187,364          |
| <b>Net book value as at 31 December 2008</b> | <b>464,035</b>         | <b>365,828</b>          | <b>14,513</b> | <b>844,376</b>   |
| Charged for the period                       | (129,842)              | 338,031                 | (252)         | 207,937          |
| <b>Net book value as at 31 December 2009</b> | <b>334,193</b>         | <b>703,859</b>          | <b>14,261</b> | <b>1,052,313</b> |

The management of the Group has evaluated the expenditures for environmental protection (environmental restoration) until 2025 based on the interpretation of the existing license agreements and environmental legislation and in accordance with IAS 37 Provisions, contingent liabilities and contingent assets. Discount rate used to calculate liabilities, which as at 31 December 2009 amounted to 8.43 percent (31 December 2008: 13.87 percent), is an actual pre-tax rate, the application of which the Group considers reasonable in the current economic situation in Russian Federation at the reporting date. The relevant asset has been included in the group «Buildings and constructions» as part of the property, plant and equipment. The growth of the provision for environmental protection during year 2009, which was due to a decrease in the discount rate, used for evaluation of the obligation, also increased the carrying value of group «Buildings and constructions» as part of the property, plant and equipment.

Decrease in the provision for retirement obligations during 2009 is mostly due to the re-structuring of the personnel of OJSC PPGHO and its transfer to the newly created subsidiaries (Note 1), which do not have retirement conditions similar to those in the collective agreement of OJSC PPGHO.

The following tables contain data on the retirement obligation and the actuarial assumptions at 31 December 2009, 31 December 2008 and 31 December 2007.

The amounts reflected in the combined and consolidated Statement of Financial Position as at 31 December:



## Note 20. Other non-current liabilities (continued)

|   | 31 December 2009 | 31 December 2008 | 31 December 2007 |
|---|------------------|------------------|------------------|
| Retirement obligations with defined benefits                            | 334,193          | 464,035          | 322,703          |
| Fair value of the assets  | -                | -                | -                |
| Financial position of retirement obligations                            | 334,193          | 464,035          | 322,703          |
| Unrecognized net actuarial gain / (loss)                                | -                | -                | -                |
| Unrecognized past service cost  | -                | -                | -                |
| <b>Net liabilities reflected in the Statement of Financial Position</b> | <b>334,193</b>   | <b>464,035</b>   | <b>322,703</b>   |

The amounts reflected in the combined and consolidated Statement of Comprehensive Income:

|                      | 31 December 2009 | 31 December 2008 |
|----------------------|------------------|------------------|
| Current service cost | (100,483)        | 166,567          |
| Interest expense     | 12,354           | 9,036            |
| <b>Total</b>         | <b>(88,129)</b>  | <b>175,603</b>   |

Changes in the net liability are recognized in the combined and consolidated Statement of Financial Position at 31 December as follows:

|  | 31 December 2009 | 31 December 2008 |
|--|------------------|------------------|
| <b>Pension liability</b>   |                  |                  |
| Pension liability as at 1 January  | 464,035          | 322,703          |
| Net loss as reflected in the combined and consolidated Statement of Comprehensive Income | (88,129)         | 175,603          |
| Pensions paid  | (41,713)         | (34,271)         |
| <b>Pension liability as at 31 December</b>   | <b>334,193</b>   | <b>464,035</b>   |

The group estimates the total payment under the pension programs with the defined benefits in the amount RR 11,481 thousand in 2010.

Actuarial assumptions in calculating the liabilities:

|  | 31 December 2009 | 31 December 2008 |
|--|------------------|------------------|
| Discounting rate (actual)  | 2.7%             | 2.8%             |
| The expected average length of service of employees, remaining to their retirement (years) | 18.3             | 18.5             |

## Note 21. Revenue

|                               | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|-------------------------------|--------------------------------|--------------------------------|
| Sales of uranium              | 26,926,282                     | 12,715,501                     |
| Sales of electricity and heat | 953,478                        | 950,349                        |
| Sales of coal                 | 647,266                        | 918,005                        |
| Other sales                   | 706,906                        | 613,517                        |
| <b>Total revenue</b>          | <b>29,233,932</b>              | <b>15,197,372</b>              |

## Note 22. Cost of sales

|   | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|---|--------------------------------|--------------------------------|
| Raw materials and goods                       | 7,361,452                      | 8,484,605                      |
| Change in work in progress and finished goods | 3,954,712                      | (3,409,254)                    |
| Personnel costs                               | 3,034,958                      | 3,008,253                      |
| Depreciation of property, plant and equipment | 964,921                        | 742,663                        |
| Taxes other than on income                    | 350,728                        | 356,365                        |
| Transportation expenses                       | 245,500                        | 212,112                        |
| Utilities                                     | 175,567                        | 109,419                        |
| Insurance                                     | 78,675                         | 58,590                         |
| Repairs and maintenance                       | 72,302                         | 221,017                        |
| Security                                      | 64,217                         | 36,611                         |
| Provision for obsolete stock                  | (6,284)                        | 3,129                          |
| Other expenses                                | 298,351                        | 237,141                        |
| <b>Total cost of sales</b>                    | <b>16,595,099</b>              | <b>10,054,453</b>              |

Personnel costs include obligatory social and pension payments in the amount of RR 655,228 thousand (2008: RR 620,355 thousand).

## Note 23. Administrative and selling expenses

|  | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|--|--------------------------------|--------------------------------|
| Personnel costs                                  | 1,525,957                      | 972,107                        |
| Consulting and information expenses              | 729,645                        | 332,967                        |
| Bad debt provision                               | 200,794                        | 865                            |
| Taxes other than on income                       | 220,414                        | 167,485                        |
| Repairs and maintenance                          | 195,509                        | 105,074                        |
| Rent   | 178,998                        | 173,740                        |
| Insurance  | 144,162                        | 175,855                        |
| Transportation expenses                          | 112,644                        | 134,701                        |
| Materials  | 115,942                        | 52,347                         |
| Business trip expenses                           | 104,341                        | 85,429                         |
| Depreciation of property, plant and equipment    | 84,503                         | 28,391                         |
| Bank services                                    | 47,608                         | 33,405                         |
| Other administrative expenses                    | 238,149                        | 251,180                        |
| <b>Total administrative and selling expenses</b> | <b>3,898,666</b>               | <b>2,513,546</b>               |

Personnel costs include obligatory social and pension payments in the amount of RR 201,568 thousand (2008: RR 89,387 thousand).

## Note 24. Finance income and costs

|   | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|---|--------------------------------|--------------------------------|
| Interest income                                       | 380,735                        | 46,182                         |
| Dividends income (Note 5)                             | 111,939                        | -                              |
| Interest expense                                      | (2,490,765)                    | (848,437)                      |
| Loss on derivative financial instruments<br>(Note 13) | (396,096)                      | -                              |
| Effect of discounting                                 | (81,735)                       | (77,506)                       |
| Interest on finance lease liabilities                 | (90,505)                       | (46,739)                       |
| <b>Total finance income / (costs)</b>                 | <b>(2,566,427)</b>             | <b>(926,500)</b>               |

The Group capitalized borrowing costs from the financing directly related to exploration and evaluation of new uranium deposits in the amount of RR 285,483 thousand (2008: RR 48,603 thousand). The capitalization rate was 20 percent (2008: 10 percent).

## Note 25. Income tax

Income tax expense / (benefit) reflected in the combined and consolidated Statement of Comprehensive Income comprises the following:

|  | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|--|--------------------------------|--------------------------------|
| Current income tax expense             | 3,864,320                      | 307,088                        |
| Deferred income tax benefit            | (359,874)                      | (302,251)                      |
| <b>Income tax expense for the year</b> | <b>3,504,446</b>               | <b>4,837</b>                   |

A reconciliation between the expected and the actual taxation charge is provided below:

|   | Year ended<br>31 December 2009 | Year ended<br>31 December 2008 |
|---|--------------------------------|--------------------------------|
| <b>Profit before tax</b>  | <b>10,232,388</b>              | <b>294,037</b>                 |
| Theoretical tax charge at statutory rate 20%<br>(2008: 24 %)                  | (2,046,478)                    | (70,569)                       |
| Tax effect of income items which are not assessable for taxation<br>Purposes  | 101,609                        | 78,040                         |
| Tax effect of expense items which are not deductible for taxation<br>purposes | (1,021,443)                    | (169,436)                      |
| Effect of different tax rate  | (538,134)                      | -                              |
| Effect of change in tax rate  | -                              | 157,128                        |
| <b>Total income tax expense for the year</b>                                  | <b>(3,504,446)</b>             | <b>(4,837)</b>                 |

In November 2008 a law was enacted on the reduction of the profit tax rate in Russian Federation from 24 percent to 20 percent starting 1 January 2009. The above effect of the income tax rate change represents the effect of applying a reduced tax rate of 20 percent to the deferred tax balances as at 31 December 2009 and 31 December 2008.

## Deferred income tax assets

|  | 31 December<br>2007 | Charged to<br>profit and<br>loss | 31 December<br>2008 | Charged to<br>profit and<br>loss | 31 December<br>2009 |
|--|---------------------|----------------------------------|---------------------|----------------------------------|---------------------|
| Accounts receivable                        | 27,179              | 9,068                            | 36,247              | 97,029                           | 133,276             |
| Retirement obligations                     | 77,008              | 15,799                           | 92,807              | (40,948)                         | 51,859              |
| Long-term financial<br>investments         | -                   | -                                | -                   | 115,817                          | 115,817             |
| Property, plant and<br>equipment           | 19,856              | 34,239                           | 54,095              | 34,336                           | 88,431              |
| Inventories                                | 24,902              | 32,802                           | 57,704              | (18,414)                         | 39,290              |
| Environmental provision                    | 77,873              | (4,707)                          | 73,166              | 87,179                           | 160,345             |
| Short-term borrowings                      | 9,478               | 37,373                           | 46,851              | (28,260)                         | 18,591              |
| Non-current liabilities                    | 6,472               | 22,452                           | 28,924              | (21,332)                         | 7,592               |
| Accounts payable                           | 31,173              | (734)                            | 30,439              | 83,087                           | 113,526             |
| Other assets                               | 10,023              | 2,365                            | 12,388              | 53,850                           | 66,238              |
| Tax losses carried forward                 | 863                 | 265                              | 1,128               | 151,600                          | 152,728             |
| <b>Gross deferred income<br/>tax asset</b> | <b>284,827</b>      | <b>148,922</b>                   | <b>433,749</b>      | <b>513,944</b>                   | <b>947,693</b>      |

In the context of the Group's current structure, tax losses and current tax assets of different Group companies may not be offset against current tax liabilities and taxable profits of other Group companies and, accordingly, taxes may accrue even where there is a consolidated tax loss. Therefore, deferred tax assets and liabilities are offset only when they relate to the same taxable entity.

The movements in the Group's deferred tax liabilities for the year ended 31 December 2009 is provided below:

## Note 25. Income tax (continued)

## Deferred income tax liabilities

|  | 31 December<br>2007 | Charged<br>to profit<br>and loss | Business<br>combination | 31 December<br>2008 | Charged<br>to profit<br>and loss | 31<br>December<br>2009 |
|--|---------------------|----------------------------------|-------------------------|---------------------|----------------------------------|------------------------|
| Property, plant and equipment                                  | (1,323,250)         | 146,818                          | (30,962)                | (1,207,394)         | (24,101)                         | (1,231,495)            |
| Intangible assets  | (63)                | (2,730)                          | (68,721)                | (71,514)            | 112                              | (71,402)               |
| Inventories  | (681)               | (14,641)                         | -                       | (15,322)            | 15,322                           | -                      |
| Other non-current liabilities                                  | (41,068)            | 6,845                            | -                       | (34,223)            | -                                | (34,223)               |
| Exploration and evaluation assets                              | (2,016)             | (11,911)                         | -                       | (13,927)            | (46,650)                         | (60,577)               |
| Other liabilities  | (63,084)            | 28,948                           | -                       | (34,136)            | (98,753)                         | (132,889)              |
| <b>Gross deferred income tax liability</b>                     | <b>(1,430,162)</b>  | <b>153,329</b>                   | <b>(99,683)</b>         | <b>(1,376,516)</b>  | <b>(154,070)</b>                 | <b>(1,530,586)</b>     |
| <b>Net recognised deferred income tax assets and liability</b> | <b>(1,145,335)</b>  | <b>302,251</b>                   | <b>(99,683)</b>         | <b>(942,767)</b>    | <b>359,874</b>                   | <b>(582,893)</b>       |

The amount of the unrecognised deferred tax asset on loss carried-forward as at 31 December 2009 amounts to RR 2,285 thousand (31 December 2008: RR 59,026 thousand), as there is no certainty that the amount of tax losses carried forward will be offset in the future.

The amount of the unrecognized deferred tax liability on taxable temporary differences as at 31 December 2009 amounts to RR 211,519 thousand (2008: RR 176,365 thousand), related to investments into subsidiaries, as the Group is able to control the timing of these temporary differences and does not intend to realize them in the foreseeable future.

In the combined and consolidated Statement of Financial Position deferred income tax differences as at 31 December 2009 and 31 December 2008 are netted off by the consolidated entities, whereas in the present note the deferred income tax differences are detailed per its types. Applying this approach to the disclosure of deferred income taxes resulted in a discrepancy between the balances of deferred income tax presented in the combined and the consolidated Statement of Financial Position and disclosed in this note, however the effect on the combined and consolidated Statement of Comprehensive Income and the net position in the Statement of Financial Position are same.

## Note 26. Contingencies and commitments

**Political environment.** The operations and earnings of the Group entities is, from time to time and in varying degrees, affected by political, legislative, fiscal and regulatory developments, including those related to environmental protection, in the Russian Federation.

**Insurance.** The Group has limited insurance policies with respect to assets, operations, third party liabilities and other insured risks. Therefore, the Group may be exposed to the risks that were not insured.

**Legal proceedings.** The Group entities are party to certain legal proceedings arising in the ordinary course of business. In the opinion of management, there are no current legal proceedings or other claims outstanding, which, upon final disposition, will have a material adverse effect on the position of the Group.

**Tax contingencies.** Russian tax, currency and customs legislation is subject to varying interpretation and changes, which can occur frequently. Management's interpretation of such legislation as applied to the transactions and activities of the Group may be challenged by the relevant regional and federal authorities, in particular the way of accounting for tax purposes of some income and expenses of the Group as well as deductibility of input VAT from suppliers and contractors. Tax authorities may be taking a more assertive position in their interpretation of the legislation and assessments. As a result, additional taxes, penalties and interest may be assessed. Fiscal periods remain open to review by the authorities in respect of taxes for three calendar years preceding the year of review. Under certain circumstances review may cover longer periods.

**Note 26. Contingencies and commitments (continued)**

Management believes that as at 31 December 2009 its interpretation of the relevant legislation is appropriate and the Group's tax, currency and customs positions will be sustained. Where management believes it is probable that a position cannot be sustained, an appropriate amount has been accrued for in the combined and consolidated financial statements.

**Capital commitments.** As of 31 December 2009 the Group has capital expenditures under agreements related to purchase of property, plant and equipment for a total consideration of RR 1,614,860 thousand (31 December 2008: RR 1,115,452 thousand).

The Group's management already has the necessary funding to cover the commitments. The Group's management believes that future net income and funding will be sufficient to cover this and any similar commitments.

**Assets pledged and restricted.** At 31 December 2009 and 31 December 2008 the Group has the following assets pledged as collateral:

|  | 31 December 2009 | 31 December 2008 |
|--|------------------|------------------|
| Property, plant and equipment                  | 1,161,251        | 465,448          |
| Securities                                     | 431,560          | 75,560           |
| Property rights (revenue under sales contract) | 1,090,000        | 5,321,218        |
| <b>Total assets pledged and restricted</b>     | <b>2,682,811</b> | <b>5,862,226</b> |

**Guarantees.** Guarantees are irrevocable assurances that the Group will make payments in the event that another party cannot meet its obligations. The Group has guaranteed the following borrowings received by the Group's related parties:

| Name of counterparty            | Debtor                      | Nature of relationship    | 31 December 2009 | 31 December 2008 |
|---------------------------------|-----------------------------|---------------------------|------------------|------------------|
| OJSC Evraziyskiy bank Razvitiya | JSC Joint Venture Zarechnoe | Associate                 | 1,300,923        | 1,441,222        |
| Amsterdam Trade Bank N.V.       | JSC Joint Venture Zarechnoe | Associate                 | 338,253          | -                |
| OJSC Alpha-bank                 | JSC Joint Venture Zarechnoe | Associate                 | 181,554          | -                |
| OJSC Nomos-Bank                 | Individuals                 | Employees of the Group    | 35,000           | 35,000           |
| OJSC Gazprombank                | Individuals                 | Employees of the Group    | 2,937            | 4,708            |
| OJSC Narodniy bank              | JSC Joint Venture Akbastau  | Jointly controlled entity | -                | 63,033           |
| <b>Total</b>                    |                             |                           | <b>1,858,667</b> | <b>1,543,963</b> |

**Note 26. Contingencies and commitments (continued)**

In 2008 the Group issued a guarantee for the loan provided to JSC Joint Venture Zarechnoe by OJSC Evraziyskiy bank razvitiya in the amount of US Dollar 63,000 thousand. As of 31 December 2009 the outstanding loan amounted to US Dollar 43,000 thousand. Loan is repayable on 13 March 2012.

In 2009 the Group provided a guarantee for the loans raised by JSC Joint Venture Zarechnoe from Amsterdam Trade Bank N.V. in the amount of US Dollar 11,168 thousand. As of 31 December 2009 the outstanding amount of the loans totaled US Dollar 11,168 thousand. The loans are repayable in 2010.

In 2009 the Group provided a guarantee for the loans raised by JSC Joint Venture Zarechnoe from OJSC Alpha-bank in the amount of US Dollar 6,000 thousand. As of 31 December 2009 the outstanding amount of the loans totaled to US Dollar 6,000 thousand. The loan was repaid on 21 February 2010.

The remaining guarantees were issued by the Group in respect of loans received by employees of the Group.

The Company received guarantees in the amount of RR 85,000 thousand.

**Note 27. Financial risk management**

The risk management function within the Group is carried out in respect of financial risks (credit, market, currency, liquidity and interest rate), operational risks and legal risks. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures of the Group to minimise these risks.

**Credit risk.** The Group takes on exposure to credit risk, which is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Exposure to credit risk arises as a result of the Group's sales on credit terms and other transactions with counterparties giving rise to financial assets. The Group's maximum exposure to credit risk by class of assets includes the following:

|   | Note | 31 December 2009  | 31 December 2008 |
|---|------|-------------------|------------------|
| <b>Other non-current assets</b>                         |      |                   |                  |
| - Long-term accounts receivable                         | 10   | 1,021,927         | 23,348           |
| - Deposits  | 10   | 400,000           | -                |
| - Promissory notes                                      | 10   | 280,296           | -                |
| - Long-term borrowings to a related party               | 10   | 256,555           | -                |
| <b>Other current assets</b>                             |      |                   |                  |
| - Bank promissory note at amortised cost                | 13   | 2,716,989         | 255,670          |
| - Derivative financial instruments                      | 13   | 260,737           | -                |
| - Loans accounted for at amortised cost                 | 13   | 192,636           | 259,998          |
| <b>Accounts receivable</b>                              |      |                   |                  |
| - Trade accounts receivable                             | 12   | 4,991,778         | 1,207,106        |
| - Other financial accounts receivable                   | 12   | 951,579           | 284,989          |
| <b>Cash and cash equivalents</b>                        |      |                   |                  |
| - Settlement accounts with banks                        | 14   | 18,666,521        | 2,373,389        |
| - Term deposits with maturity of less than three months | 14   | 33,002,222        | 14,043           |
| - Cash on hand  | 14   | 400               | 425              |
| - Restricted cash                                       | 14   | 16,044            | 47,097           |
| <b>Total maximum credit risk</b>                        |      | <b>62,757,684</b> | <b>4,466,065</b> |

Although settlement of accounts receivable is exposed to economic factors the management believes that there is no significant risk of losses exceeding the provision for impairment of accounts receivables already provided for.

The Group follows the policy of doing business only with solvent clients and continually monitors transactions exposed to credit risk. The Group's management conducts ageing analysis of trade accounts receivable and follows up past due balances.

Cash is deposited with financial institutions which at time of account opening had minimum default risk. Credit quality of cash and cash equivalents is disclosed in Note 14. As of 31 December 2009 94 percent of cash equivalents is deposited in OJSC Gazprombank (31 December 2008: OJSC Gazprombank - 7 percent, OJSC Nomos-Bank - 90 percent), which causes the concentration of credit risk within the Group.

**Note 27. Financial risk management (continued)**

The Group does not have significant risk arising from issued loans and promissory notes since majority of loans is issued to associates and jointly controlled entities or companies with good credit history.

No collateral is provided to the benefit of the Group.

**Market risk.** Market risk represents the possible changes in market prices for uranium and its influence on future operational performance indicators of the Group. The fall in prices may result in decrease in net profit margin and cash flows. Low long-term price levels may result in decrease in volumes of production and sales of uranium and as a result may affect the Group's ability to meet its contractual obligations. The Group assesses on a regular basis the possible scenarios of future uranium price fluctuations and their effect on operational and investment decisions.

The Group's general strategy related to mining and sales of uranium is carried out in a centralized way by

- signing long-term agreements;
- searching for new customers;
- applying up-to-date technologies of uranium mining and processing.

**Currency risk.** In respect of currency risk, management sets limits on the level of risk exposure by currency and in total, which are monitored on monthly basis. The table below presents general analysis for currency exchange rate risk for the Group as of reporting date:

|                    | 31 December 2009                |                                      |                   | 31 December 2008             |                                      |                     |
|--------------------|---------------------------------|--------------------------------------|-------------------|------------------------------|--------------------------------------|---------------------|
|                    | Monetary<br>financial<br>assets | Monetary<br>financial<br>liabilities | Net<br>position   | Monetary<br>financial assets | Monetary<br>financial<br>liabilities | Net<br>position     |
| Russian<br>Roubles | 54,383,614                      | 16,140,308                           | 38,243,306        | 3,168,253                    | 3,390,104                            | (221,851)           |
| US<br>Dollars      | 8,159,578                       | 5,029,874                            | 3,129,704         | 1,271,931                    | 11,777,882                           | (10,505,951)        |
| Euro               | 133,955                         | 161                                  | 133,794           | -                            | -                                    | -                   |
| Others             | 80,537                          | 9,112                                | 71,425            | 25,881                       | 21,153                               | 4,728               |
| <b>Total</b>       | <b>62,757,684</b>               | <b>21,179,455</b>                    | <b>41,578,229</b> | <b>4,466,065</b>             | <b>15,189,139</b>                    | <b>(10,723,074)</b> |

As at 31 December 2009, if US Dollar had changed 10 percent against Russian Roubles the effect on financial result for the year and equity would have been RR 415,782 thousand.

To manage currency risk the Group applies the following methods:

- raising financing in Russian Roubles;
- creating of assets and liabilities in foreign currency;
- localization of foreign exchange risk in the parent company of the Group.

**Interest rate risk.** The Group is exposed to the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows.

The Group's loans issued and borrowings obtained are under fixed interest rates. The Group does not have a policy of hedging interest rate risk.

**Liquidity risk.** Reasonable liquidity risk management includes maintaining certain level of adequacy of cash and liquid securities. Most of financial liabilities of the Group are short-term. The outstanding amount in the table represents contractual undiscounted cash flows.

**Note 27. Financial risk management (continued)**

|                                     | Due in 1 year     | From 1 to 2 years | Due between 2<br>and 3 years | Beyond 3 year    |
|-------------------------------------|-------------------|-------------------|------------------------------|------------------|
| <b>At 31 December 2009</b>          | <b>10,505,792</b> | <b>276,572</b>    | <b>4,300,923</b>             | <b>6,176,498</b> |
| Borrowings<br>(Note 16)             | 7,468,899         | 236,667           | 3,000,000                    | 6,176,498        |
| Finance lease<br>(Note 17)          | 177,980           | 39,905            | -                            | -                |
| Guarantees<br>(Note 26)             | 557,744           | -                 | 1,300,923                    | -                |
| Accounts payable<br>(Note 19)       | 2,301,169         | -                 | -                            | -                |
| <b>Total as at 31 December 2009</b> | <b>12,474,052</b> | <b>3,061,290</b>  | <b>218,146</b>               | <b>1,620,038</b> |
| Borrowings<br>(Note 16)             | 10,790,786        | 2,906,651         | 160,680                      | 169,058          |
| Finance lease<br>(Note 17)          | 290,329           | 114,931           | 57,466                       | 9,758            |
| Guarantees<br>(Note 26)             | 63,033            | 39,708            | -                            | 1,441,222        |
| Accounts payable<br>(Note 19)       | 1,109,364         | -                 | -                            | -                |

The Group did not have unused credit lines as at 31 December 2009 and 31 December 2008.

To manage liquidity risk the Group applies the policy of retaining financial assets, for which there is an active market and which can be readily converted in case of necessity to maintain liquidity by means of:

- planning and control over expenditures and cash flows;
- fixing terms of payments in agreements.

**Note 28. Management of capital**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to the shareholders, to protect the interests of other stakeholders and to maintain optimal capital structure to reduce its cost. In order to maintain and adjust capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Total capital of the Group is calculated as equity plus debt (short-term and long-term borrowings), as shown in the combined and consolidated Statement of Financial Position as at 31 December 2009, and amounts to RR 99,058,515 thousand (31 December 2008: RR 26,693,538 thousand). The optimal capital structure is achieved through a mix of debt and equity financing with the view of reducing the risks.

Russian law sets the following capital requirements:

- Share capital shall not be less than 1,000 minimum monthly wage as at the date of entity registration;
- If share capital exceeds the entity's net assets then the entity shall decrease its share capital down to the amount that does not exceed its net assets;
- If the minimal authorised share capital exceeds the entity's net assets, such entity shall be liquidated.

As at 31 December 2009 and 31 December 2008 the Company met the above mentioned capital requirements.

**Note 29. Fair value of financial instruments**

Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by an active quoted market price.

The estimated fair values of financial instruments have been determined by the Group using available market information, where it exists, and appropriate valuation methodologies. However, judgement is necessarily required to interpret market data to determine the estimated fair value. The Russian Federation continues to display some



**Note 29. Fair value of financial instruments (continued)**

characteristics of an emerging market and economic conditions continue to limit the volume of activity in the financial markets. Market quotations may be outdated or reflect distress sale transactions and therefore not represent fair values of financial instruments. Management has used all available market information in estimating the fair value of financial instruments.

**Financial instruments carried at fair value.** Financial derivatives are carried in the Statement of Financial Position at their fair value. The estimation of financial derivatives is carried out according to the market data.

**Financial assets carried at amortised cost.** The fair value of floating rate instruments placement is normally their carrying amount. The estimated fair value of fixed interest rate instruments is based on estimated future cash inflows discounted at current interest rates for new instruments with similar credit risk and remaining maturity. Discount rates used depend on currency, maturity of the instrument and credit risk of the counterparty.

Carrying value of financial accounts receivable approximately equals to their fair value (Note 12).

**Liabilities carried at amortised cost.** The estimated fair value of fixed interest rate instruments with stated maturity date is based on expected cash flows discounted at current interest rates for new instruments with similar credit risk and remaining maturity. The fair value of liabilities repayable on demand or after a notice period (demandable liabilities) is estimated as the amount payable on demand, discounted from the first date that the amount could be required to be paid (Note 16). Carrying value of accounts payable approximately equals to their fair value.

**Note 30. Subsequent events**

**Foundation of ARMZ Namibia (Proprietary) Limited.** In February 2010 the Company established 100 percent subsidiary in Namibia - ARMZ Namibia (Proprietary) Limited.

**Exercise of call option on shares of Uranium One Inc.** In February - March 2010 Effective Energy N.V. exercised call option on 18,936,600 shares of Uranium One Inc. As a result, the share of the Group in Uranium One Inc. increased up to 23.1 percent.

**Share issue completion.** In March 2010 the amendments on the increase of the share capital were introduced to the Charter of the Company (Note 15).

**Acquisition of OJSC VNIPIpromtechnology.** In April 2010 the Company purchased from OJSC Atomenergoprom 100 percent shares of OJSC Veduschiy proektno-izskatel'skiy and nauchno-issledovatel'skiy institute of promishlennoy technology (OJSC VNIPIpromtechnology), which is a research institute for complex design of uranium mining and processing industry objects. The acquisition cost amounts to RR 184,800 thousand.

**Long-term finance lease agreement with OJSC MRSK-Sibir-Buryatenergo.** In 2010 OJSC Hiagda (lessor) entered into a long-term real estate rent agreement with the right of subsequent redemption with OJSC MRSK-Sibir-Buryatenergo (lessee). The leased assets include high-voltage air lines and transformer substation. The value of property under the contract is RR 150,921 thousand. The term of the contract is till 31 March 2028.

**Loan agreements of OJSC PPGHO.** In 2010 OJSC PPGHO entered into short-term loan agreements with the total amount of RR 800,000 thousand and long-term loan agreements in the total amount of RR 1,080,000 thousand.

**Loan agreements of OJSC ARMZ.** In 2010 OJSC ARMZ entered into short-term loan agreements in the total amount of RR 120,000 thousand and long-term loan agreements in the total amount of RR 7,500,000 thousand and US Dollar 84,000 thousand.

**Loan agreements of OJSC Hiagda.** In 2010 OJSC Hiagda entered into short-term loan agreements with the total amount of RR 4,983,939 thousand.

**Loan agreements of CJSC Rusburmash.** In 2010 CJSC Rusburmash entered into short-term loan agreements in the total amount of RR 500,000 thousand.

**Loan agreements of LLC ESK ARMZ.** In 2010 LLC ESK ARMZ entered into short-term loan agreements with the total amount of RR 1,900,000 thousand.

**Loan agreements of Effective Energy N.V.** In 2010 Effective Energy N.V. entered into long-term loan agreements with the total amount of US Dollar 90,000 thousand.

**Note 30. Subsequent events (continued)**

**Acquisition of Uranium One Inc.** In June 2010 the Group entered into an agreement with Uranium One Inc. according to which the Group increases its share in equity capital of Uranium One Inc. by acquisition of additional share issue of Uranium One Inc. (356 million ordinary shares). The payment includes 50 percent of JSC Joint Venture Akbastau shares, 49.7 percent of JSC Joint Venture Zarechnoe shares and US Dollar 610 million. Upon the closure of the deal the share of the Group in the share capital of Uranium One Inc. will amount to not less than 51 percent.

**Acquisition of LLC Karchu Geologiya.** In June 2010 the Company's Board of Directors approved the acquisition of 49 percent share in LLC Karchu Geologiya from Cameco Global Exploration Ltd. The value of the transaction is US Dollar 45,700.

**Sale of Northern Basins Uranium Ltd.** In June 2010 the Board of Directors of the Company approved sale of 49 percent share of Northern Basins Uranium Ltd. The value of the transaction is 49,000 Canadian Dollars.

**Additional share issue of the Company.** In June 2010 Federal Service for Financial Markets of Russia registered additional share issue of the Company in the amount of 129,915,429 shares with nominal value of RR 1. Shares are issued to OJSC TVEL and OJSC Atomenergoprom. The value of the share issue is RR 805,476 thousand. As a result of the additional share issue, the share of Rosatom in the share capital of the Company will be 79.83 percent, the share of OJSC TVEL - 20.021 percent, the share of OJSC Atomenergoprom - 0.149 percent.

**OJSC Atomredmetzoloto**

International Financial Reporting Standards

Combined and Consolidated  
Financial Statements and  
Independent Auditor's Report  
31 December 2008



**BDO Unicon**  
Auditors and Consultants

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## COMBINED AND CONSOLIDATED FINANCIAL STATEMENTS

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## Independent Auditor's Report

### To the Shareholders and the Board of Directors of OJSC Atomredmetzoloto

We have audited the accompanying combined and consolidated financial statements of OJSC Atomredmetzoloto and its subsidiaries (the "Group"), which comprise the combined and consolidated balance sheet as at 31 December 2008 and 31 December 2007 and the related combined and consolidated statement of income, of changes in equity and of cash flows for the two years then ended and a summary of significant accounting policies and other explanatory notes.

#### *Management's Responsibility for the Combined and Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these combined and consolidated financial statements in accordance with International Financial Reporting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of combined and consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

#### *Auditor's Responsibility*

Our responsibility is to express an opinion on these combined and consolidated financial statements based on our audit.

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the combined and consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined and consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the combined and consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the combined and consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the combined and consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

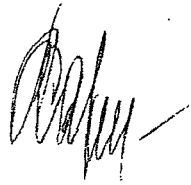
#### *Opinion*

In our opinion, the accompanying combined and consolidated financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2008 and 31 December 2007 and its financial performance and its cash flows for the two years then ended in accordance with International Financial Reporting Standards.

*Emphasis of matter*

Without qualifying our opinion, we also draw your attention to Notes 1 and 6 to the accompanying combined and consolidated financial statements. The Government of the Russian Federation has an ultimate controlling interest in the Group and Governmental economic and social policies affect the Group's financial position, results of operation and cash flows.

Audit Engagement Partner



N.V. Kharlamova

31 August 2009

BDO Unicon CJSC

Section 11, Build. 1, 125 Warshavskoye Shosse, Moscow, 117587, Russian Federation



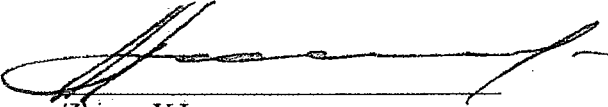
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## Combined and Consolidated Balance Sheet as of 31 December 2008

(in thousands of Russian Roubles unless stated otherwise)

|   | Note | 31 December<br>2008 | 31 December<br>2007 |
|---|------|---------------------|---------------------|
| <b>ASSETS</b>   |      |                     |                     |
| <b>Non-current assets</b>   |      |                     |                     |
| Property, plant and equipment                                     | 8    | 13,994,233          | 11,060,761          |
| Intangible assets   | 9    | 1,011,586           | 133,419             |
| Exploration and evaluation assets                                 | 10   | 1,091,501           | 594,421             |
| Investments in associates   | 11   | 155,395             | 178,687             |
| Deferred income tax assets  | 27   | 146,258             | 36,492              |
| Other non-current assets  | 12   | 222,227             | 97,634              |
| <b>Total non-current assets</b>                                   |      | <b>16,621,200</b>   | <b>12,101,414</b>   |
| <b>Current assets</b>   |      |                     |                     |
| Inventories   | 13   | 7,352,527           | 4,182,853           |
| Prepaid income tax  |      | 391,786             | 23,502              |
| Trade and other accounts receivable                               | 14   | 3,151,201           | 1,346,249           |
| Other financial assets  | 15   | 515,668             | 247,533             |
| Cash and cash equivalents   | 16   | 2,434,954           | 2,179,156           |
| <b>Total current assets</b>                                       |      | <b>13,846,136</b>   | <b>7,979,293</b>    |
| <b>TOTAL ASSETS</b>   |      | <b>30,467,336</b>   | <b>20,080,707</b>   |
| <b>EQUITY</b>   |      |                     |                     |
| Share capital   | 17   | 3,956,040           | 454                 |
| Share premium   | 17   | 85                  | 85                  |
| Merger reserve  | 17   | 6,726,305           | 8,002,176           |
| Currency translation reserve                                      |      | 19,825              | (2,673)             |
| Retained earnings   |      | 556,074             | 343,570             |
| <b>Equity attributable to the Company's equity holders</b>        |      | <b>11,258,329</b>   | <b>8,343,612</b>    |
| Minority interest   |      | 1,575,720           | 1,487,748           |
| <b>TOTAL EQUITY</b>   |      | <b>12,834,049</b>   | <b>9,831,360</b>    |
| <b>LIABILITIES</b>  |      |                     |                     |
| <b>Non-current liabilities</b>                                    |      |                     |                     |
| Long-term borrowings  | 18   | 3,012,902           | 4,155,596           |
| Long-term finance lease liability                                 | 19   | 154,797             | 33,793              |
| Deferred income tax liabilities                                   | 27   | 1,089,025           | 1,181,827           |
| Other non-current liabilities                                     | 22   | 844,376             | 657,012             |
| <b>Total non-current liabilities</b>                              |      | <b>5,101,100</b>    | <b>6,028,228</b>    |
| <b>Current liabilities</b>  |      |                     |                     |
| Short-term borrowings and current portion of long-term borrowings | 18   | 10,455,303          | 2,494,705           |
| Short-term finance lease liability                                | 19   | 236,487             | 43,963              |
| Trade and other accounts payable                                  | 21   | 1,521,788           | 1,446,644           |
| Income tax payable  |      | 28,804              | 56,700              |
| Taxes other than income tax payable                               | 20   | 289,805             | 179,107             |
| <b>Total current liabilities</b>                                  |      | <b>12,532,187</b>   | <b>4,221,119</b>    |
| <b>TOTAL LIABILITIES</b>  |      | <b>17,633,287</b>   | <b>10,249,347</b>   |
| <b>TOTAL LIABILITIES AND EQUITY</b>                               |      | <b>30,467,336</b>   | <b>20,080,707</b>   |

31 August 2009

  
 Zhivov V.L.  
 General Director  
 OJSC Atomredmetzoloto

  
 Pozdeeva A.D.  
 Chief Accountant  
 OJSC Atomredmetzoloto

The accompanying notes on pages 10 to 54 are an integral part of these combined and consolidated financial statements

**Combined and Consolidated Income Statement for the year ended 31 December 2008***(in thousands of Russian Roubles unless stated otherwise)*

|   | Note | 2008             | 2007             |
|---|------|------------------|------------------|
| Revenue   | 23   | 15,197,372       | 9,832,961        |
| Cost of sales   | 24   | (9,769,663)      | (7,586,757)      |
| <b>Gross profit</b>                                       |      | <b>5,427,709</b> | <b>2,246,204</b> |
| Administrative and selling expenses                       | 25   | (2,798,336)      | (1,606,741)      |
| <b>Operating profit</b>                                   |      | <b>2,629,373</b> | <b>639,463</b>   |
| Share of profit/loss in associates                        | 11   | (43,757)         | 88,146           |
| Excess of fair value of the net assets acquired over cost | 7    | 417,463          | -                |
| Loss on disposal of property, plant and equipment         |      | (31,772)         | (16,280)         |
| Financial expenses, net                                   | 26   | (926,500)        | (166,783)        |
| Other expenses, net                                       |      | (45,211)         | (34,186)         |
| Foreign exchange loss, net                                |      | (1,705,559)      | (48,010)         |
| <b>Profit before income tax</b>                           |      | <b>294,037</b>   | <b>462,350</b>   |
| Income tax expense  | 27   | (4,837)          | (204,962)        |
| <b>Profit for the year</b>                                |      | <b>289,200</b>   | <b>257,388</b>   |
| <b>Profit is attributable to:</b>                         |      |                  |                  |
| Equity holders of the Company                             |      | 278,181          | 292,466          |
| Minority interest   |      | 11,019           | 35,078           |
| <b>Profit for the year</b>                                |      | <b>289,200</b>   | <b>257,388</b>   |



**Combined and Consolidated Statement of Changes in Equity for the year ended 31 December 2008**  
*(in thousands of Russian Roubles unless stated otherwise)*

|   | Note | Share capital    | Share premium | Merger reserve   | Currency translation reserve | Retained earnings | Total attributable to equity holders of the Company | Minority interest | Total equity      |
|---|------|------------------|---------------|------------------|------------------------------|-------------------|---|-------------------|-------------------|
| Balance at 1 January 2007                           |      | 454              | 85            | 7,575,733        | -                            | 51,994            | 7,628,266   | 1,452,376         | 9,080,642         |
| Profit for the year                                 |      | -                | -             | -                | -                            | 292,466           | 292,466   | (35,078)          | 257,388           |
| Dividends   | 17   | -                | -             | -                | -                            | (890)             | (890)   | -                 | (890)             |
| Shares contributed by entities under common control |      | -                | -             | 426,443          | -                            | -                 | 426,443   | 70,450            | 496,893           |
| Currency translation differences                    |      | -                | -             | -                | (2,673)                      | -                 | (2,673)   | -                 | (2,673)           |
| <b>Balance at 31 December 2007</b>                  |      | <b>454</b>       | <b>85</b>     | <b>8,002,176</b> | <b>(2,673)</b>               | <b>343,570</b>    | <b>8,343,612</b>                                    | <b>1,487,748</b>  | <b>9,831,360</b>  |
| Profit for the year                                 |      | -                | -             | -                | -                            | 278,181           | 278,181   | 11,019            | 289,200           |
| Increase in share capital                           | 17   | 3,955,586        | -             | -                | -                            | -                 | 3,955,586   | -                 | 3,955,586         |
| Sale of shares of CJSC Lunnoe                       | 1    | -                | -             | -                | -                            | 22,184            | 22,184  | (22,184)          | -                 |
| Shares contributed by entities under common control | 17   | -                | -             | (1,275,871)      | -                            | -                 | (1,275,871)   | 99,137            | (1,176,734)       |
| Currency translation differences                    |      | -                | -             | -                | 22,498                       | -                 | 22,498  | -                 | 22,498            |
| Dividends paid                                      | 17   | -                | -             | -                | -                            | (87,861)          | (87,861)  | -                 | (87,861)          |
| <b>Balance at 31 December 2008</b>                  |      | <b>3,956,040</b> | <b>85</b>     | <b>6,726,305</b> | <b>19,825</b>                | <b>556,074</b>    | <b>11,258,329</b>                                   | <b>1,575,720</b>  | <b>12,834,049</b> |

The accompanying notes on pages 10 to 54 are an integral part of these combined and consolidated financial statements

**Combined and Consolidated Statement of Cash Flows for the year ended 31 December 2008**  
*(in thousands of Russian Roubles unless stated otherwise)*

|  |    | 2008               | 2007               |
|--|----|--------------------|--------------------|
| <b>Cash flows from operating activities</b>                                  |    |                    |                    |
| Profit before income tax   |    | 294,037            | 462,350            |
| <b>Adjustments for non-monetary items:</b>                                   |    |                    |                    |
| Depreciation of property, plant and equipment                                | 8  | 771,054            | 653,973            |
| Amortisation of intangible assets  | 9  | 13,432             | 3,661              |
| Bad debt provision   | 25 | 865                | 16,475             |
| Inventory impairment provision   | 24 | 3,129              | 5,327              |
| Loss on disposal of property, plant and equipment                            |    | 31,772             | 16,280             |
| Interest income  | 26 | (46,182)           | (4,190)            |
| Interest expense   | 26 | 848,437            | 184,553            |
| Discounting loss/(income), net   | 26 | 77,506             | (26,106)           |
| Gain on disposal of other assets   |    | 431                | (2,812)            |
| Foreign exchange difference, net   |    | 1,705,559          | 48,010             |
| Interest on finance lease  | 26 | 46,739             | 12,526             |
| Excess of fair value of the net assets acquired over acquisition cost        | 7  | (417,463)          | -                  |
| Share of loss/(profit) in associates   | 11 | 43,757             | (88,146)           |
| Vacation accrual   |    | 25,376             | 9,285              |
| Environmental provision  |    | (4,185)            | 16,696             |
| Other accruals and provisions  |    | 24,261             | -                  |
| <b>Operating cash flows before changes in working capital and income tax</b> |    | <b>3,418,525</b>   | <b>1,307,882</b>   |
| <b>Changes in working capital:</b>   |    |                    |                    |
| Changes in trade and other accounts receivable                               |    | (1,843,594)        | (548,348)          |
| Changes in inventories   |    | (3,173,234)        | (2,809,298)        |
| Changes in trade and other accounts payable                                  |    | 222,781            | 250,760            |
| Changes in taxes other than income tax payable                               |    | 110,698            | 29,828             |
| Changes in other long-term liabilities                                       |    | 146,445            | 112,933            |
| Income tax paid  |    | (727,531)          | (211,047)          |
| <b>Net cash used in operating activities</b>                                 |    | <b>(1,845,910)</b> | <b>(1,867,290)</b> |
| <b>Cash flows from investing activities</b>                                  |    |                    |                    |
| Interest income received on loans issued                                     |    | 42,749             | 2,357              |
| Short-term loans issued  |    | (531,175)          | 750                |
| Repayment of short-term loans issued   |    | 272,673            | -                  |
| Purchase of property, plant and equipment                                    |    | (3,200,898)        | (1,554,030)        |
| Proceeds from sale of property, plant and equipment                          |    | -                  | 106,566            |
| Acquisition of intangible assets   |    | (545,302)          | (136,262)          |
| Acquisition of promissory notes  |    | (6,200)            | (245,700)          |
| Dividends received from associates   | 11 | 19,766             | -                  |
| Purchases of exploration and evaluation assets                               |    | (678,720)          | (223,971)          |
| Acquisition of subsidiaries and associates                                   |    | (182,892)          | (36,031)           |
| <b>Net cash used in investing activities</b>                                 |    | <b>(4,809,999)</b> | <b>(2,086,321)</b> |
| <b>Cash flows from financing activities</b>                                  |    |                    |                    |
| Proceeds from short-term borrowings  |    | 14,626,556         | 5,240,895          |
| Proceeds from long-term borrowings   |    | 567,809            | 4,260,806          |
| Repayment of short-term borrowings   |    | (7,990,068)        | (3,855,935)        |
| Repayment of long-term borrowings  |    | (2,182,299)        | (117,669)          |
| Interest paid on borrowings  |    | (805,593)          | (173,043)          |
| Proceeds from issuance of shares   | 17 | 2,972,000          | 562,636            |
| Dividends paid   | 17 | (87,861)           | (890)              |
| Finance lease payments   |    | (188,837)          | (58,297)           |

The accompanying notes on pages 10 to 54 are an integral part of these combined and consolidated financial statements

***Combined and Consolidated Statement of Cash Flows for the year ended 31 December 2008***  
*(in thousands of Russian Roubles unless stated otherwise)*

|  | 2008      | 2007      |
|--|-----------|-----------|
| Net cash flows from financing activities               | 6,911,707 | 5,858,503 |
| Net increase in cash and cash equivalents              | 255,798   | 1,904,892 |
| Cash and cash equivalents at the beginning of the year | 2,179,156 | 274,264   |
| Cash and cash equivalents at the end of the year       | 2,434,954 | 2,179,156 |

## **1 General information about OJSC Atomredmetzoloto and its subsidiaries and associates**

These combined and consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) for the year ended 31 December 2008 for OJSC Atomredmetzoloto (hereinafter referred to as "the Company") and its subsidiaries and associates (together referred to as "the Group" or "Atomredmetzoloto Group").

The Company is a Open Joint-Stock Company and was established in accordance with the legislation of Russian Federation.

As at 31 December 2008, the parent company of the Group is OJSC TVEL owning 99.99 % of the Company's shares. The remaining 0.01 % of shares is owned by OJSC Atomenergoprom.

As at 31 December 2007, 100% of the Company's shares was owned by OJSC Atomenergoprom.

As at 31 December 2008 and 31 December 2007, the State Corporation Rosatom owned 100 % of OJSC Atomenergoprom shares. OJSC Atomenergoprom owned 100 % of OJSC TVEL shares.

**Principal activity.** Principal activity of the Group is uranium exploration and mining on the territory of the Russian Federation and Kazakhstan.

**The legal address and place of activity.** The legal address of the Company is at: 22, B. Drovyanoy per., Moscow, 109004, Russian Federation.

**Establishment of the Group.** The state corporation Atomredmetzoloto was established in 1992 on the basis of the former First Main Division of the USSR Ministry for Medium-Scale Mechanical Engineering and operated within the Ministry of Atomic Energy of Russia. In 1995 the State Corporation Atomredmetzoloto was reorganized into Open Joint Stock Company (AOOT), and in 1999 re-registered in the same legal form OJSC (OAO) due to state changes in the registration of legal entities.

In 2007 during formation of the state nuclear power holding OJSC Atomenergoprom, which consolidated all civil nuclear power generation enterprises of the industry, and Rosatom Nuclear Energy State Corporation, 100% of shares of OJSC Atomredmetzoloto were transferred to OJSC Atomenergoprom. In the framework of the industry restructuring, Rosatom Nuclear Energy State Corporation assigned to OJSC Atomredmetzoloto the function of the raw materials supplier to the atomic industry. For this purpose all uranium exploration and mining assets with Russian participation were consolidated in one company.

As a result, during 2007-2008 the Group incorporated the companies:

- acquired through transactions with the companies under common control from OJSC TVEL and OJSC Tehsnabexport The major part of the consideration under these transactions included additional issue of equity shares of OJSC Atomredmetzoloto. Therefore, the controlling interest in OJSC Atomredmetzoloto was transferred from OJSC Atomenergoprom to its 100%-owned subsidiary OJSC TVEL (Note 3);
- acquired from non-related parties;
- established by OJSC Atomredmetzoloto during the period of 2007-2008.

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
(in thousands of Russian Roubles unless stated otherwise)

The Group's main subsidiaries and associates are as follows.

| Legal entity  | Type of activity      | Percentage voting shares |                  | Country of Incorporation |
|---|-----------------------|--------------------------|------------------|--------------------------|
|   |                       | 31 December 2008         | 31 December 2007 |                          |
| Subsidiaries:   |                       |                          |                  |                          |
| OJSC Priargunskoe Mining and Chemical Production Corporation (OJSC PPGHO) | Uranium mining        | 78.61%                   | 78.61%           | Russian Federation       |
| CJSC Dalur  | Uranium mining        | 97.97%                   | 97.97%           | Russian Federation       |
| OJSC Khiagda  | Uranium mining        | 100.00%                  | 100.00%          | Russian Federation       |
| CJSC Elkonski GMK   | Uranium exploration   | 100.00%                  | 100.00%          | Russian Federation       |
|   | Uranium exploration   |                          |                  |                          |
| CJSC Lunnoe   | Uranium exploration   | 50.03%                   | 100.00%          | Russian Federation       |
|   | Uranium exploration   |                          |                  |                          |
| CJSC Uranium mining company Gornoe  | Uranium exploration   | 100.00%                  | 100.00%          | Russian Federation       |
| CJSC Olovskaya Mining and Chemical Company (OMCC)                         | Uranium exploration   | 100.00%                  | 100.00%          | Russian Federation       |
|   | Zirconium exploration |                          |                  |                          |
| LLC Firma Geostar   | Uranium exploration   | 100.00%                  | -                | Russian Federation       |
| LLC Agrofirma Itmanovo  | Other                 | 99.99%                   | -                | Russian Federation       |
|   | Uranium exploration   |                          |                  |                          |
| LLC Karkhu Geologiya  | Uranium exploration   | 51.00%                   | -                | Russian Federation       |
|   | Management company    |                          |                  |                          |
| OJSC Atomredmet zoloto  | Management company    | 100.00%                  | 100.00%          | Russian Federation       |
| LLC Dalur-Finance   | Financing activity    | 97.97%                   | 97.97%           | Russian Federation       |
| LLC TV-Centr  | Other                 | 45.60%                   | 45.60%           | Russian Federation       |
| LLC Control centre Urandobycha  | Service company       | 100.00%                  | -                | Russian Federation       |
|   | Management            |                          |                  |                          |
| OJSC Uranium mining company (UGRK)  | company               | 100.00%                  | 100.00%          | Russian Federation       |
| CJSC Rusburnash   | Service company       | 51.00%                   | 51.00%           | Kazakhstan               |
| Joint Venture Rusburnash – Kazakhstan                                     | Service company       | 26.01%                   | 26.01%           | Russian Federation       |
| LLC Unified service company ARMZ  | Service company       | 87.94%                   | -                |                          |
| Associates:   |                       |                          |                  |                          |
| JSC Joint Venture Zarechnoe   | Uranium mining        | 49.67%                   | 49.67%           | Kazakhstan               |
|   | Uranium exploration   |                          |                  |                          |
| JSC Joint Venture Akbastau  | Uranium exploration   | 25.00%                   | 25.00%           | Kazakhstan               |
|   | Uranium exploration   |                          |                  |                          |
| Runex Uranium PTY Ltd   | Uranium exploration   | 50.00%                   | -                | Namibia                  |
|   | Uranium exploration   |                          |                  |                          |
| Northern Basins Uranium Ltd   | Uranium exploration   | 49.00%                   | -                | Canada                   |
| OJSC Yuzhnaya Yakutia Development Corporation                             | Uranium exploration   | 25.10%                   | 25.10%           | Russian Federation       |
|   | Uranium exploration   |                          |                  |                          |
| CJSC Armenian-Russian Mining Company                                      | Uranium exploration   | 50.00%                   | -                | Russian Federation       |

LLC TV-Centr and Joint Venture Rusburmash-Kazakhstan limited partnership are subsidiaries, as they are controlled by OJSC PPGHO and CJSC Rusburmash respectively, which are controlled by OJSC Atomredmetzoloto.

In March 2008 CJSC Lunnoe issued additional shares which were acquired by OJSC Gold of Seligdar and OJSC Atomredmetzoloto. As a result, the Group's share in CJSC Lunnoe decreased to 50.03 %. In the combined and consolidated financial statements the transaction is recorded as change in equity.

## **2 Operating environment of the Group.**

The Group, through its operations, has a significant exposure to the economy and financial markets of the Russian Federation.

**Russian Federation.** The Russian Federation displays certain characteristics of an emerging market, including relatively high inflation. Management is unable to predict all developments which could have an impact on the banking sector and consequently what effect, if any, they could have on the financial position of the Group.

The tax, currency and customs legislation in the Russian Federation is subject to varying interpretations and frequent changes. The future economic direction of the Russian Federation is largely dependent upon the effectiveness of economic, financial and monetary measures undertaken by the Government, together with development of the tax, legal, regulatory, and political systems.

**Recent volatility in global and Russian financial markets.** The Group does not have risks, related to the high risk mortgage market of the USA. However the ongoing global liquidity crisis which commenced in the middle of 2007 has resulted in, among other things, a lower level of capital market funding, lower liquidity levels across the Russian banking sector, and higher interbank lending rates. The uncertainties in the global financial market have also led to bank failures and bank rescues in the United States of America, Western Europe and in Russia. Such circumstances could affect the ability of the Group to obtain new borrowings and re-finance its existing borrowings at terms and conditions similar to those applied to earlier transactions. The debtors and borrowers of the Group may also be affected by the lower liquidity situation which could in turn impact their ability to repay their amounts owed. Deteriorating operating conditions for debtors and borrowers may also have an impact on management's cash flow forecasts and assessment of the impairment of financial and non-financial assets. To the extent that information is available, management has reflected revised estimates of expected future cash flows in its impairment assessments.

The uncertainty in the global markets combined with other local factors led to very high volatility in the Russian stock markets and higher interbank market rates at times much higher than normal interbank lending rates.

Currently, management is unable to reliably estimate the effects on the Group's financial position of any further deterioration in the liquidity of the financial markets and the increased volatility in the currency and equity markets. Management believes it is taking all the necessary measures to support the sustainability and growth of the Group's business in the current circumstances.

## **3 Summary of significant accounting policies**

**Basis of preparation of the financial statements.** These combined and consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) using the historical cost convention. The principal accounting policies applied in the preparation of these combined and consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, except for cases specifically disclosed (Refer to Note 4 Application of new and amended standards and interpretations).

**Going concern basis.** Management believes that the Group will continue as a going concern.

**Presentation currency.** Unless stated otherwise, the financial information in the combined and consolidated financial statements is presented in the Russian roubles ("RR").

**The combined and consolidated financial statements.** Subsidiaries are those companies in which the Group, directly or indirectly, has an interest of more than 50 percent of the voting rights or otherwise has power to govern the financial and operating policies so as to obtain economic benefits. Assessment of Group's control in respect of another other legal entity includes availability of possibility and influence of potential rights to vote which can be currently provided for execution or conversion. Subsidiaries are consolidated from the date on which control is transferred to the Group (acquisition date) and are deconsolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured at the fair value of the assets given up, equity instruments issued and liabilities incurred or assumed at the date of exchange, and costs directly attributable to the acquisition. The date of exchange is the acquisition date where a business combination took place as a result of a single transaction, and is the date of each share purchase, where a business combination is achieved in stages by successive share purchases.

The excess of the cost of acquisition over the fair value of the net assets acquired by the Group is recorded as goodwill. The excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities acquired over the cost of acquisition (negative goodwill) is recognised immediately in the combined and consolidated income statement.

Identifiable assets and liabilities acquired and contingent liabilities assumed in a business combination are measured at their fair values at the acquisition date, irrespective of the extent of any minority interest, except for conditional obligations under the income tax which are estimated according to IAS 12 Income taxes. The difference, if any, between the fair values of the net assets at the dates of exchange and at the date of acquisition is recorded directly in equity.

Intercompany transactions, balances and unrealised gains on transactions between the Group companies are eliminated. Unrealised losses are also eliminated unless the cost cannot be recovered. The Company and all its subsidiaries apply unified accounting policies consistent with the Group's policies.

Minority interest is that part of the net results and the net assets of subsidiaries (including fair value adjustments) attributable to interests which are not owned, directly or indirectly, by the Company. Minority interest forms a separate component of the Group's equity.

**Purchase of minority interests.** The difference (if any) between the carrying value of a minority interest and the consideration paid, is recorded as movement of equity accounts.

**Purchases of subsidiaries from the parties under common control.** In 2007-2008 the companies under common control, including OJSC TVEL and OJSC Tekhsnabexport, sold to the Company the shares of the following companies:

- OJSC PPGHO;
- CJSC Dalur;
- OJSC Khiagda;
- OJSC UGRK;

- CJSC Rusburmash;
- CJSC Lunnoe;
- OJSC Yuzhnaya Yakutia Development Corporation
- OJSC Joint Venture Zarechnoe;
- OJSC Joint Venture Akbastau;
- LLC TV-Centr (subsidiary of OJSC PPGHO).

Purchases of subsidiaries from parties under common control are accounted for using the uniting of interests method. Under this method the combined and consolidated financial statements of the combined entity are presented as if the businesses had been combined from the beginning of the earliest period presented or, if later, the date when the combining entities were first brought under common control. The assets and liabilities of the subsidiary transferred under common control are accounted for at the predecessor entity's carrying amounts. The difference between the carrying values of net assets, including the goodwill recorded in the predecessor's balance sheet, and the consideration paid is recorded in the present combined and consolidated financial statements as merger reserve.

**Investments in associates.** Associates are entities over which the Group has significant influence, but not control, generally accompanying a shareholding of between 20 and 50 percent of the voting rights. Investments in associates are accounted for by the equity method of accounting and are initially recognised at cost. The carrying amount of associates includes goodwill identified on acquisition less accumulated impairment losses, if any. The Group's share of the post-acquisition profits or losses of associates is recorded in the combined and consolidated income statement. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates; unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

**Financial instruments – basis for measurement.** Depending on their classification financial instruments are carried at fair value, cost or amortised cost as described below.

*Fair value* is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Fair value is the current bid price for financial assets and current asking price for financial liabilities which are quoted in an active market. A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange or other institution and those prices represent actual and regularly occurring market transactions on an arm's length basis.

Valuation techniques such as discounted cash flows models or models based on recent arm's length transactions or consideration of financial data of the investees are used to fair value certain financial instruments for which external market pricing information is not available. Valuation techniques may require assumptions not supported by observable market data. Disclosures are made in the combined and consolidated financial statements if changing any such assumptions to a reasonably possible alternative would result in significantly different profit, income, total assets or total liabilities.



***Notes to the combined and consolidated financial statements for the year ended 31 December 2008***  
*(in thousands of Russian Roubles unless stated otherwise)*

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*Cost* is the amount of cash or cash equivalents paid or the fair value of the other consideration given to acquire an asset at the time of its acquisition and includes transaction costs.

*Transaction costs* are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial instrument. An incremental cost is one that would not have been incurred if the transaction had not taken place. Transaction costs include fees and commissions paid to agents (including employees acting as selling agents), advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Transaction costs do not include debt premiums or discounts, financing costs or internal administrative or holding costs.

*Amortised cost* is the amount at which the financial instrument was recognised at initial recognition less any principal repayments, plus accrued interest, and for financial assets less any write-down for incurred impairment losses. Accrued interest includes amortisation of transaction costs deferred at initial recognition and of any premium or discount to maturity amount using the effective interest method. Accrued interest income and accrued interest expense, including both accrued coupon and amortised discount or premium (including fees deferred at origination, if any), are not presented separately and are included in the carrying values of related asset and liabilities.

*The effective interest method* is a method of allocating interest income or interest expense over the relevant period so as to achieve a constant periodic rate of interest (effective interest rate) on the carrying amount. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (excluding future credit losses) through the expected life of the financial instrument or a shorter period, if appropriate, to the net carrying amount of the financial instrument. The effective interest rate discounts cash flows of variable interest instruments to the next interest repricing date except for the premium or discount which reflects the credit spread over the floating rate specified in the instrument, or other variables that are not restated to market rates. Such premiums or discounts are amortised over the whole expected life of the instrument. The present value calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate.

***Classification of financial assets.*** The Group classifies its financial assets into the following categories: a) loans and receivables, b) available-for sale financial assets and c) financial assets held to maturity.

Loans and receivables are non-derivative financial assets with fixed or determinable payments, which are not actively traded on the market, excluding those which the Group intends to sell in the nearest future.

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity, which are traded on the market, and which the Group has intention and ability to hold until redemption. The Group classifies investment securities as held-to-maturity at their initial recognition and evaluates the reasonableness of initial classification at each reporting date.

All other financial assets are classified as available-for sale investments.

***Classification of financial liabilities.*** All other financial liabilities are carried at amortised cost.

**Initial recognition of financial instruments.** All financial assets and financial liabilities are initially recognised at fair value plus transaction costs incurred. Fair value at initial recognition is best evidenced by the transaction price. A gain or loss on initial recognition is recorded if there is a difference between the fair value and the transaction price which can be evidenced by other observable current market transactions with the same financial instrument or by a valuation technique whose variable inputs are based exclusively on data from observable markets.

All purchases and sales of financial assets that require delivery within the time frame established by regulation or market convention (regular way purchases and sales) are recorded at trade date, which is the date that the Group commits to deliver a financial asset. All other purchases and sales transactions are recorded at delivery date, and corresponding change in value for the period from initial recognition of liability till the date of delivery is not recognized with respect to assets carried at acquisition or amortised cost, recognized through profit and loss for investments available for trading, and recorded through equity accounts for financial assets available for sale.

**Derecognition of financial assets.** The Group derecognises financial assets when (a) the assets are redeemed or the rights to cash flows from the assets otherwise expired or (b) the Group has transferred the rights to the cash flows from the financial assets or entered into a qualifying pass-through arrangement while (i) also transferring substantially all the risks and rewards of ownership of the assets or (ii) neither transferring nor retaining substantially all risks and rewards of ownership but not retaining control. Control is retained if the counterparty does not have the practical ability to sell the asset in its entirety to an unrelated third party without needing to impose additional restrictions on the sale.

**Investments held to maturity.** Investments held to maturity are recorded at amortised cost using the effective interest rate method, less impairment losses.

**Accounts receivable.** Trade and other receivables are recorded at amortised cost calculated using the effective interest rate method. Provision for impairment of accounts receivable is established if there is objective evidence that the Group will not be able to collect amounts when initially due. The provision amount is calculated as the difference between the carrying value of an asset and the present value of expected cash flows discounted at the initial effective interest rate corresponding to the initial financing terms. The provision is recorded in the combined and consolidated income statement. Main factors which are considered by the Management while assessing the possible impairment of accounts receivable are their overdue status and recoverable value of collateral if any. The following other principal criteria are used to determine objective evidence that an impairment loss has occurred:

- overdue of any regular payment that cannot be explained by operating delays;
- the debtor experiences significant financial problems, which is confirmed by financial information on the debtor available to the Group;
- the debtor faces bankruptcy or other financial restructuring;
- a negative change of the debtor's payment status conditioned by changes in the national or local economic environment affecting the borrower;
- collateral value (if available) significantly decreased as a result of market deterioration.

**Cash and cash equivalents** Cash and cash equivalents include cash in hand, demand deposits with banks and other high-liquid short-term investments with original maturities of less than three months. Cash and cash equivalents are accounted for at amortised cost calculated on the basis of the effective interest method. Restricted cash balances are not considered as part of cash and cash equivalents for the purpose of the combined and consolidated cash flow statement. Cash balances with restrictions on exchange or use for repayment of liabilities within at least 12 months after the balance sheet date are included in other non-current assets.

**Borrowings.** Borrowings are recorded at amortised cost using the effective interest method. Interest costs on loans received for financing the construction of the property, plant and equipment are capitalised in the cost of these assets during the period required to complete and prepare these assets for their intended use. Other expenses relating to borrowings are recognised in the combined and consolidated income statement.

In cases, when the qualified asset cannot be directly assigned to borrowed facility, for example, when the Group attracts financing on a centralized basis; the amount of capitalized interest is calculated using capitalisation rate multiplied by the amount of expenses attributable to qualified asset. Capitalisation rate is weighted average actual borrowing rate of the Group, excluding borrowings which can be directly attributed to the qualified asset.

**Trade payables.** Trade payables are recorded based on the actually performed contractual obligations and accounted for at amortised cost using the effective interest method.

**Property, plant and equipment.** Items of property, plant and equipment are measured at the historical cost. Initial cost includes expenses relating to target and non-target borrowings raised to finance construction of corresponding items.

Repairs and maintenance costs are included in the current period expenses. Cost of replacing of major parts or components of property, plant and equipment is capitalised as the replaced part is retired.

At each reporting date management assesses whether there is any indication of property, plant and equipment. If any indication for impairment exists, management of the Group estimates the recoverable amount, which is determined as the higher of an asset's fair value less costs to sell and its value in use. The carrying amount is reduced to the recoverable amount and the impairment loss is recognised in the combined and consolidated income statement. An impairment loss recognised for an asset in prior years is reversed if there has been a change in the estimates used to determine the asset's value in use or fair value less costs to sell.

Gains and losses on disposals determined as a difference between the proceeds and the carrying amounts are recognised in the combined and consolidated income statement.

**Depreciation.** Land owned by the Group is not depreciated. Depreciation of property, plant and equipment which are used in the process of uranium mining and its primary processing is recognised in the combined and consolidated income statement using units of production method where it is most appropriate to the useful life of the asset. Depreciation of other property, plant and equipment items is calculated using the straight-line method to write down their cost to their residual values over their estimated useful lives at the following annual rates:

|                         | Useful life (years) |
|-------------------------|---------------------|
| Transmission equipment  | 20 – 50             |
| Buildings and fixtures  | 10 – 55             |
| Machinery and equipment | 5 – 20              |
| Transport               | 4 – 8               |
| Other                   | 5 – 10              |

Liquidation value of the asset represents the proceeds expected by the Group as a result of current sales of the asset less selling costs assuming that the remaining useful life of the asset and its technical condition is close to the end of its estimated useful life. Liquidation value is deemed to be zero in case the Group intends to use the asset till the end of its physical life period. Liquidation value and useful lives of assets are re-considered and adjusted if required at each reporting date.

**Exploration and evaluation assets.** Expenses for exploration and evaluation of deposits are capitalized from the moment the Group receives permission or licence for exploration and/or evaluation works.

Exploration and evaluation expenditures include feasibility studies, geophysics and seismology, land works, exploratory drilling, and activities relating to evaluation of technical feasibility and commercial viability of uranium ore extracting.

Exploration and evaluation assets are transferred to property, plant and equipment or intangible assets when the technical feasibility and commercial viability of extracting the uranium ore are obvious.

Exploration costs incurred before the rights for exploration are granted (licenses) are called preliminary exploration. All preliminary exploration costs are expensed in the period when incurred and include project operational works, technical feasibility studies and overheads relating to preliminary exploration.

All general overheads which cannot be directly attributed to exploration and evaluation works are expensed when incurred.

Depreciation of exploration and evaluation assets commences from the moment when commercial production of uranium starts. Exploration and evaluation assets are depreciated using units of production method.

**Operating leases.** Where the Group is a lessee in a lease which does not transfer substantially all the risks and rewards incidental to ownership from the lessor to the Company, the total lease payments are charged to profit or loss on a straight-line basis over the period of the lease. The period of the lease is the non-cancellable lease period, for which the lessee has concluded a lease contract with additional conditions, according to which the lessee has the right for continuing the lease with additional payment or without it, in cases, when as of the beginning of the lease period there is a reasonable certainty that the lessee intends to use the right.

**Finance leases.** Where the Group is a lessee in a lease which transferred substantially all the risks and rewards incidental to ownership to the Group, the assets leased are capitalised in property, plant and equipment at the commencement of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The

corresponding rental obligations, net of future finance charges, are included in borrowed funds. The interest expense is charged to the consolidated income statement over the lease period using the effective interest method. Assets acquired under finance lease are depreciated within the lower of their economic useful life period and lease term in case the Group has no positive assurance that it will receive ownership rights for the asset upon expiry of the lease term.

**Mining licences.** Mining licences are measured at cost less accumulated amortization and impairment losses. All licences are included into the intangible assets. Mining licenses are amortized starting from the beginning of commercial mining of uranium. Amortization is charged using units of production method.

**Other intangible assets.** All other intangible assets of the Group have definite useful life and include other licenses, capitalized software and trademarks.

Acquired licenses, software and trademarks are capitalized in the amount of actual costs incurred for their acquisition and preparation for it use.

Expenditure for development of unique and identifiable software which is controlled by the Group is recorded as intangible assets in case the potential economic benefits exceed the incurred expenses. Capitalised costs include salary of personnel involved in the development process and corresponding overheads. All other costs including technical support are expensed as incurred.

Intangible assets are amortised on a straight line basis within the period of their useful life:

|                                    | Useful life (years) |
|------------------------------------|---------------------|
| Licenses excluding mining licenses | 2 – 3               |
| Other intangible assets            | 3 – 5               |

In case of impairment the carrying amount of intangible assets is written down at the lower of value in use and fair value less costs to sell.

**Income taxes.** Income tax is recorded in the combined and consolidated financial statements in accordance with Russian legislation enacted or substantively enacted by the balance sheet date. The income tax charge comprises current tax and deferred tax and is recognised in the combined and consolidated income statement except if it is recognised directly in equity because it relates to transactions that are also recognised, in the same or a different period, directly in equity.

Current tax represents the amount to be paid to or refunded from the taxation authorities in respect of taxable profit or loss for the current or previous periods. Taxes other than on income, are included into administrative and selling expenses.

Deferred income tax is provided using the balance sheet liability method for tax loss carryforwards and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. In accordance with the initial recognition exemption, deferred taxes are not recorded in respect of temporary differences on initial recognition of an asset or a liability in a transaction other than a business combination if the transaction affects neither accounting nor taxable profit. Deferred tax liabilities are not recognised in respect temporary differences arising on initial recognition of goodwill and subsequently in respect of goodwill which is not deductible for profit tax purposes. The carrying amount of deferred tax is calculated on the basis of tax rates that are expected to apply in the period, when temporary differences are reversed or

deferred tax losses are utilised, on the basis of tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets are set off against deferred tax liabilities only within an individual entity of the Group. Deferred tax assets relating to deductible temporary differences and tax loss carryforwards are recognised only to the extent that it is probable that future taxable profit will be available against which the deductions can be utilised.

Deferred income tax is provided on post acquisition retained earnings of subsidiaries and also other changes in subsidiaries' post-acquisition reserves, except where the Group controls the subsidiary's dividend policy and it is probable that the difference will not reverse through dividends or otherwise in the foreseeable future.

The management reviews the Group's uncertain tax positions at each balance sheet date. Liabilities are recognised for those income tax positions, that, according to the management's estimates (based on interpretations of the tax legislation enacted or substantively enacted at the balance sheet date, or other available judicial or other decision), will most probably lead to additional tax assessments if these positions are challenged by the tax authorities. Liabilities for penalties, interest and taxes other than on income are recognised based on the management's best estimate of the expenditure required to settle the obligations at the balance sheet date.

**Inventories** Inventories are accounted for at the lower of cost and net selling price, less costs to sell. Cost of inventories is determined using average weighted cost. Cost of finished goods and work in progress includes cost of raw materials, direct labour and other direct costs and the corresponding portion of overheads calculated based on budgeted absorption rates and excludes finance costs. Net selling price is a potential selling price in the normal course of business less costs to complete production and selling costs.

**Prepayments.** Prepayments are recorded at initial cost less impairment provision. Prepayments are classified as long-term in case the expected terms of goods and services receipt exceeds 12 months or if the prepayment relates to the asset which is to be recorded as non-current at initial recognition. The amount of prepayment for acquisition of the asset is included in its carrying amount in case the Group obtains control over this asset and expects to receive economic benefits in the future. Other prepayments are posted to profit and loss when goods and services are received. In case there is an indication that prepaid goods and services will not be received by the Group, the carrying amount of prepayments is written off and the related impairment loss is recognized in the combined and consolidated income statement.

**Share capital.** Ordinary shares and non-cumulative non-redeemable preference shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as deduction from income received from share issue, excluding taxes. The excess of the fair value of the issue proceeds over the nominal amount of shares issued is recognized as share premium.

**Dividends.** Dividends are recognised as liabilities and deducted from equity at the balance sheet date only if they were declared before or on the balance sheet date. Information on dividends is disclosed in the combined and consolidated financial statements if they were recommended before the balance sheet date, or recommended or declared after the balance sheet date but before the combined and consolidated financial statements are authorised for issue.

**Value added tax.** Value added tax (VAT) arising on sales of products is payable to the budget on the earlier of: (a) the date of advance from clients; or (b) the date of delivery of goods or services to clients. VAT included in the cost of acquired goods and services is subject to refund through offsetting with VAT on sales revenue upon receipt of the invoice. The offset is carried out in accordance with the tax legislation. VAT relating to sales and purchases is recognised in the combined and consolidated balance sheet on a gross basis and disclosed separately in assets and liabilities. In creating provisions for impairment of receivables, impairment losses are recognised in full, including VAT.

**Provisions.** Provisions are recognised in case the Group as a result of past event bears legal or constructive obligations which will probably result in potential outflow of resources of the Group which can be reliably estimated. In case the Group has a number of similar potential obligations the possibility of outflow is estimated for the whole class of obligations. Provision is recorded even when the possibility of an outflow of resources is remote for one of such potential obligations.

In cases where the Group expects the provision costs to be recovered, for example as a result of insurance contract, the recoverable amount should be recorded separately as an asset if this compensation is virtually certain.

**Environmental obligations.** Environmental obligations include decommissioning and land restoration costs.

Future decommissioning and land restoration costs, discounted to net present value, are capitalised together with corresponding decommissioning obligations so as to assure reliable measurement of these costs. Capitalised amounts are depreciated together with respective items of property, plant and equipment. The accrual of discount on the decommissioning obligation is included in interest expense. Decommissioning obligations are periodically reviewed in compliance with current laws and regulations, and related amendments.

Ongoing rehabilitation costs are expensed when incurred.

**Foreign currency translation.** The functional currency of the Group companies included in the combined and consolidated financial statements is the currency of primary economic environment of the Group where the Group operates. Functional and presentation currency of the Group is the national currency of Russian Federation – Russian Rouble (RR).

Monetary assets and liabilities are translated into the functional currency of a separate company at the official exchange rate set by the Central Bank of the Russian Federation at the respective reporting dates. Gains and losses resulting from settlements and translation of monetary assets and liabilities to the functional currency of a separate company at the official rate set by the Central Bank of the Russian Federation at the year end are recognized in the combined and consolidated income statement. Non-monetary balance sheet items, including investments in equity instruments, are not restated at the year end exchange rate. The effect of exchange rate fluctuations on changes in the fair value of equity instruments is recorded as gain or loss arising from changes in fair value.

**Translation from functional to presentation currency.** The financial results and financial position of each Group company (whose functional currency is not the currency of a hyperinflationary economy) is recalculated into the presentation currency in the following way:

- (i) assets and liabilities are restated at the exchange rate in effect at the reporting date;
- (ii) revenues and expenses in the combined and consolidated income statement are restated at the average exchange rate for the corresponding period (if the exchange rate does not approximate the cumulative effect of exchange rates effective at the transactions dates; in this case revenues and expenses are restated at the exchange rate in effect at the transaction date);
- (iii) translation differences are recorded as a separate component of equity.

Goodwill and fair value adjustments arising on acquisition of a foreign entity are recorded as assets and liabilities of a foreign entity and restated at the exchange rate in effect at the reporting date. On disposal of a subsidiary as a result of sale, liquidation, distribution of equity, discontinued operation of part or entire business translation differences recorded as a component of equity are written to profit and loss.

**Revenue recognition.** Revenue is recognised at the moment of transfer of risks and rewards relating to ownership rights for these goods, normally, as goods are shipped. Where the Group takes responsibility to deliver goods to a specific location, the revenue is recognised when the goods are transferred to the buyer in this location.

Revenue from services is recognised in the reporting period when these services were provided taking into consideration percentage of completion of services at the reporting date compared to the contracted amount.

Revenue is recognised net of VAT and rebates.

Revenue is measured at the fair value of the consideration received or to be received. If it is impossible to determine the fair value of goods received under a barter transaction, the revenue is recognized at fair value of the goods and services sold.

Interest income is accrued proportionally based on the term of financing using the effective interest rate method.

**Employee compensation.** Accrual of payroll, contributions to the pension fund of the Russian Federation and the social insurance fund, paid annual leave and sick leave, bonuses and non-monetary benefits (such as health services and child care) is made in the period when the services relating to the above remuneration were provided by the employees of the Group.

In accordance with collective agreements of a number of subsidiaries of the Group, the employees are paid additional compensation on retirement. In addition, the Group provides personal payments to ex-workers – non-working pensioners, and also pays the cost of travel to the place of vacation. Commitments relating to the above benefits recognized in the combined and consolidated financial statements of the Group represent the discounted value of these payments. Thus, when the commitments were estimated, it was assumed that all employees would work till retirement.

The present value of liabilities is estimated at the present value of expected future cash outflows.



Actuarial gains and losses arising from changes in actuarial assumptions and past service cost are recognized in profit and loss accounts immediately. Estimates of these obligations are made by the Group.

Key assumptions used in calculating the liabilities relate to:

- discount rate;
- the average life expectancy of recipients of benefits.

#### **4 Critical accounting estimates and judgements in applying accounting policies**

The Group makes estimates and assumptions that affect the amounts of assets and liabilities recognised in the combined and consolidated financial statements during the next financial year. Estimates and judgements are continually evaluated and are based on the management's past experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Management also makes certain judgements, apart from those involving estimates, while applying the accounting policies. Judgements that have the most significant effect on the amounts recognised in the combined and consolidated financial statements and estimates that can cause a significant adjustment to the carrying amount of assets and liabilities within the next financial year include:

***Provision for impairment of property, plant and equipment and construction in progress.*** At each balance sheet date the Group's management evaluates whether there is any indication that the carrying value of property, plant and equipment and construction in progress exceeds their recoverable amount. The recoverable amount of property, plant and equipment and construction in progress is the higher of the fair value of the asset less costs to sell and its value in use. In case of impairment the carrying amount is reduced to its recoverable amount. The amount of impairment is recognized in the combined and consolidated income statement in the period in which the fact of impairment was determined. If circumstances change and the management of the Group comes to a conclusion that the value of property, plant and equipment and construction in progress increased, the provision for impairment will be fully or partially reversed. The effect of the estimates and assumptions made is disclosed in Note 8.

***Useful lives of property, plant and equipment.*** Useful lives of certain property, plant and equipment items are estimates of the Group's management based on experience of making judgments on similar assets. In determining the useful life of an asset management takes into account its intended use, estimated technical obsolescence, physical deterioration, as well as the actual conditions of use. Changes in any of these conditions or estimates may lead to adjustment of depreciation rates in future periods.

***Recognition of deferred tax asset.*** A net deferred tax asset represents income taxes recoverable through future deductions from taxable profits and is recorded in the combined and consolidated balance sheet. Deferred tax assets are recorded to the extent that realisation of the related tax benefit is probable. The future taxable profits and the amount of tax benefits that are probable in the future are based on the medium term business plan prepared by management and extrapolated results thereafter. The business plan is based on management expectations that are believed to be reasonable under the circumstances.

***Provision for retirement obligations.*** In accordance with collective agreements of a number of the Group's subsidiaries, the employees are paid additional compensation at retirement. The retirement obligations recognized in the combined and consolidated financial statements of the Group represent the discounted value of these payments.

The present value of the payment obligation on retirement is determined at the present value of expected future cash outflows.

***Environmental obligations.*** Environmental obligations include decommissioning and land restoration costs.

Future decommissioning and land restoration costs, discounted to their present value, are capitalised together with corresponding decommissioning obligations so as to assure reliable measurement of these costs. Capitalised amounts are depreciated together with respective items of property, plant and equipment. The accrual of discount on the decommissioning obligation is included in interest expense. Decommissioning obligations are periodically reviewed in compliance with current laws and regulations, and related amendments.

Ongoing rehabilitation costs are expensed when incurred.

## **5 New accounting pronouncements**

Certain new standards and interpretations have been published that are mandatory for the Group's accounting periods beginning on or after 1 January 2009 or later periods and which the Group has not early adopted.

***IFRS 8, Operating Segments (effective for annual periods beginning on or after 1 January 2009).*** The standard applies to entities whose debt or equity instruments are traded in a public market or that file, or are in the process of filing, their financial statements with a regulatory organisation for the purpose of issuing any class of instruments in a public market. IFRS 8 requires an entity to report financial and descriptive information about its operating segments and specifies how an entity should report such information. The Group expects IFRS 8 to have no impact on the information in the combined and consolidated financial statements.

***Puttable Financial Instruments and Obligations Arising on Liquidation - IAS 32 and IAS 1 Amendment (effective for annual periods on or after 1 January 2009).*** The amendment requires classification as equity of some financial instruments that meet the definition of a financial liability. The Group does not expect the amendment to affect its combined and consolidated financial statements.

***IAS 1, Presentation of Financial Statements (revised September 2007; effective for annual periods beginning on or after 1 January 2009).*** The main change in IAS 1 is the replacement of the income statement by a statement of comprehensive income which will also include all non-owner changes in equity, such as the revaluation of available-for-sale financial assets. Alternatively, entities will be allowed to present two statements: a separate income statement and a statement of comprehensive income. The revised IAS 1 also introduces a requirement to present a statement of financial position (balance sheet) at the beginning of the earliest comparative period whenever the entity restates comparatives due to reclassifications, changes in accounting policies, or corrections of errors. The Group expects the revised IAS 1 to affect the presentation of its combined and consolidated financial statements but to have no impact on the recognition or measurement of specific transactions and balances.

***IAS 27, Consolidated and Separate Financial Statements (revised in January 2008; effective for annual periods beginning on or after 1 July 2009).*** The revised IAS 27 will require an entity to attribute total comprehensive income to the owners of the parent and to the non-controlling interest (previously, minority interest) even if this results in the non-controlling interest having a deficit balance (the current standard requires the excess losses to be allocated to the owners of the parent in most cases). The revised standard specifies that changes in a parent's ownership interest in a subsidiary that do not result in the loss of control must be accounted for as equity transactions. It also specifies how an entity should measure any gain or loss arising on the loss of control of a subsidiary. At the date when control is lost, any investment retained in the former subsidiary will have to be measured at its fair value. The Group is currently assessing the impact of the amended Standard on its combined and consolidated financial statements.

***IFRS 3, Business Combinations (revised January 2008; effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 July 2009).*** The revised IFRS 3 will allow entities to choose to measure non-controlling interest using the existing IFRS 3 method (proportionate share of the acquiree's identifiable net assets) or at fair value. The revised IFRS 3 is more detailed in providing guidance on the application of the purchase method to business combinations. The requirement to measure at fair value every asset and liability at each step in a step acquisition for the purposes of calculating a portion of goodwill has been removed. Instead, goodwill will be measured as the difference at acquisition date between the fair value of any investment in the business held before the acquisition, the consideration transferred and the net assets acquired. Acquisition-related costs will be accounted for separately from the business combination and therefore recognised as expenses rather than included in goodwill. An acquirer will have to recognise at the acquisition date a liability for contingent purchase consideration. Changes in the value of that liability after the acquisition date will be recognised in accordance with other applicable IFRSs, as appropriate, rather than by adjusting goodwill. The revised IFRS 3 brings into its scope business combinations involving only mutual entities and business combinations achieved by contract alone. The Group is currently assessing the impact of the amended Standard on its combined and consolidated financial statements.

***Vesting Conditions and Cancellations - Amendment to IFRS 2, Share-based Payment (issued in January 2008; effective for annual periods beginning on or after 1 January 2009).*** The amendment clarifies that only service conditions and performance conditions are vesting conditions. Other features of a share-based payment are not vesting conditions. The amendment specifies that all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The Group does not expect that this amendment will affect its combined and consolidated financial statements.

***IFRIC 13, Customer Loyalty Programmes (issued in June 2007; effective for annual periods beginning on or after 1 July 2008).*** IFRIC 13 states that selling goods and services together with a loyalty benefit (e.g., loyalty scores or free products), the arrangement is a multiple – element arrangement and the consideration receivable from the customer is allocated between the components on the arrangement using fair values. IFRIC 13 is not relevant to the Group's operations because no Group companies use any loyalty programmes.

***IFRIC 15, Agreements for the Construction of Real Estate (effective for annual periods beginning on or after 1 January 2009).*** The interpretation applies to the accounting for revenue and associated expenses by entities that undertake the construction of real estate directly or through subcontractors, and provides guidance for determining whether agreements for the construction of real estate are within the scope of IAS 11 or IAS 18. It also provides criteria for determining when entities should recognise revenue on such transactions. The management does not expect that this amendment will affect its combined and consolidated financial statements.

***IFRIC 16, Hedges of a Net Investment in a Foreign Operation (effective for annual periods beginning on or after 1 October 2008).*** The interpretation explains which currency risk exposures are eligible for hedge accounting and states that translation from the functional currency to the presentation currency does not create an exposure to which hedge accounting could be applied. The IFRIC allows the hedging instrument to be held by any entity or entities within a group except the foreign operation that itself is being hedged. The interpretation also clarifies how the gain or loss recycled from cumulative currency translation differences to profit or loss is calculated on disposal of the hedged foreign operation. Reporting entities will apply IAS 39 to discontinue hedge accounting prospectively when their hedges do not meet the criteria for hedge accounting in IFRIC 16. IFRIC 16 will not have an impact on the financial statements as the Group does not apply hedge accounting.

***Improvements to International Financial Reporting Standards (issued in May 2008).*** In 2007, the International Accounting Standards Board decided to initiate an annual improvements project as a method of making necessary, but non-urgent, amendments to IFRS. The amendments issued in May 2008 consist of a mixture of substantive changes, clarifications, and changes in terminology in various standards. The substantive changes relate to the following areas: classification as held for sale under IFRS 5 in case of a loss of control over a subsidiary; possibility of presentation of financial instruments held for trading as non-current under IAS 1; accounting for sale of IAS 16 assets which were previously held for rental and classification of the related cash flows under IAS 7 as cash flows from operating activities; clarification of definition of a curtailment under IAS 19; accounting for below market interest rate government loans in accordance with IAS 20; making the definition of borrowing costs in IAS 23 consistent with the effective interest method; clarification of accounting for subsidiaries held for sale under IAS 27 and IFRS 5; reduction in the disclosure requirements relating to associates and joint ventures under IAS 28 and IAS 31; enhancement of disclosures required by IAS 36; clarification of accounting for advertising costs under IAS 38; amending the definition of the fair value through profit or loss category to be consistent with hedge accounting under IAS 39; introduction of accounting for investment properties under construction in accordance with IAS 40; and reduction in restrictions over manner of determining fair value of biological assets under IAS 41. Further amendments made to IAS 8, 10, 18, 20, 29, 34, 40, 41 and to IFRS 7 represent terminology or editorial changes only, which the IASB believes have no or minimal effect on accounting. The Group does not expect the amendments to have any material effect on its financial statements except:

***Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate—IFRS 1 and IAS 27 Amendment (revised May 2008; effective for annual periods beginning on or after 1 January 2009).*** The amendment allows first-time adopters of IFRS to measure investments in subsidiaries, jointly controlled entities or associates at fair value or at previous GAAP carrying value as deemed cost in the separate financial statements. The amendment also requires distributions from pre-acquisition net assets of investees to be recognised in profit or loss rather than as a recovery of the investment. The Group is currently assessing the impact of the amended standards on its financial statements.

***Other new standards or interpretations.***

- IFRIC 11, IFRS 2—Group and Treasury Share Transactions (effective for annual periods beginning on or after 1 March 2007);
- IFRIC 12, Service Concession Arrangements (effective for annual periods beginning on or after 1 January 2008);
- IFRIC 14, IAS 19—The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (effective for annual periods beginning on or after 1 January 2008).

Unless otherwise described above, the new standards and interpretations are not expected to significantly affect the Group's combined and consolidated financial statements.

***IAS 23, Borrowing Costs (revised March 2007; effective for annual periods beginning on or after 1 January 2009).*** The revised IAS 23 was issued in March 2007.

The main change to IAS 23 is the removal of the option of immediately recognising as an expense borrowing costs that relate to assets that take a substantial period of time to get ready for use or sale. An entity is, therefore, required to capitalise such borrowing costs as part of the cost of the asset. The revised standard applies prospectively to borrowing costs relating to qualifying assets for which the commencement date for capitalisation is on or after 1 January 2009. The Group early adopted the revised Standard.

**Embedded derivatives - Amendments to the IFRIC 9 and IAS 39 (effective for annual periods beginning on or after 30 June 2009).** The amendments clarify that upon the reclassification of a financial asset from the category accounted at fair value, it is necessary to assess separately and if necessary consider all the embedded derivatives. The Group does not expect that these amendments will affect the combined and consolidated financial statements.

## 6 Related party transactions

The definition of related parties is provided in IAS 24 Related Party Disclosures. Parties are generally considered to be related if the parties are under common control or one party has the ability to control the other party or can exercise significant influence over the other party in making financial and economic decisions or exercise general control over its operations. In considering each possible related party relationship, attention is directed to the substance of the relationship, not merely the legal form. Information on the ultimate controlling party and other principal shareholder of the Group is disclosed in Note 1.

Below is a description of related parties with which the Group has significant transactions or significant balances as at 31 December 2008:

|                   | OJSC TVEL | Companies under<br>common control | Associates |
|-------------------|-----------|-----------------------------------|------------|
| Trade receivables | 818,721   | 115,231                           | 25,810     |
| Other receivables | 977       | 23,750                            | 32         |
| Advances issued   | -         | 57,468                            | -          |
| Loans issued      | -         | -                                 | 114,584    |
| Advances received | (178,190) | -                                 | -          |
| Trade payables    | (49,078)  | (134,911)                         | (188,479)  |
| Other payables    | (30,528)  | (2,454)                           | -          |

The income and expense items with related parties for the year ended 31 December 2008 were as follows:

|   | OJSC TVEL | Companies under<br>common control | Associates |
|---|-----------|-----------------------------------|------------|
| Sales of uranium                                  | 9,379,798 | 3,335,703                         | -          |
| Sales of coal                                     | -         | 816,032                           | -          |
| Revenue from services                             | 6,473     | 31,296                            | -          |
| <b>Cost of sales</b>                              |           |                                   |            |
| Cost of finished goods and goods for resale       | (201)     | (4,108,877)                       | (666,835)  |
| Rent  | (2,775)   | -                                 | -          |
| Third party services                              | (174,623) | (1,064)                           | -          |
| Repair and maintenance                            | -         | (892)                             | -          |
| <b>Administrative and selling expenses</b>        |           |                                   |            |
| Repair and maintenance                            | -         | (89)                              | -          |
| Utilities   | -         | (51)                              | -          |
| Third party services                              | (1,151)   | (5,362)                           | -          |
| <b>Other income and expenses</b>                  |           |                                   |            |
| Gain on disposal of property, plant and equipment | -         | 6,410                             | -          |

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
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|                              | <b>OJSC TVEL</b> | <b>Companies under common control</b> | <b>Associates</b> |
|------------------------------|------------------|---------------------------------------|-------------------|
| Expenses of previous periods | -                | (3,761)                               | -                 |
| Other income                 | 1,224            | 3,661                                 | -                 |
| Interest income              | -                | 6,174                                 | -                 |
| Other financial expenses     | -                | (1,230)                               | -                 |

At 31 December 2007, the outstanding balances with related parties were as follows:

|                   | <b>OJSC TVEL</b> | <b>Companies under common control</b> | <b>Associates</b> |
|-------------------|------------------|---------------------------------------|-------------------|
| Trade receivables | 782,555          | 15,073                                | -                 |
| Other receivables | -                | 289                                   | -                 |
| Advances issued   | -                | 132,573                               | -                 |
| Advances received | (91,301)         | (31,571)                              | -                 |
| Trade payables    | (6,618)          | (713,469)                             | -                 |
| Other payables    | (36,624)         | (35,557)                              | -                 |

The income and expense items with related parties for the year ended 31 December 2007 were as follows:

|   | <b>OJSC TVEL</b> | <b>Companies under common control</b> | <b>Associates</b> |
|---|------------------|---------------------------------------|-------------------|
| Sales of uranium                            | 6,542,153        | 1,766,848                             | -                 |
| Sales of coal                               | -                | 644,692                               | -                 |
| Revenue from services                       | 24,911           | 1,284                                 | 1,196             |
| <b>Cost of sales</b>                        |                  |                                       |                   |
| Cost of finished goods and goods for resale | (4,104,801)      | -                                     | -                 |
| Repair and maintenance                      | -                | (4,108)                               | -                 |
| Rent  | (2,916)          | (141)                                 | -                 |
| Third party services                        | (9,974)          | (953)                                 | -                 |
| Other income and expenses                   | -                | (1,900)                               | -                 |
| <b>Administrative and selling expenses</b>  |                  |                                       |                   |
| Repair and maintenance                      | -                | (167)                                 | -                 |
| Third party services                        | (160)            | (82)                                  | -                 |
| <b>Other income and expenses</b>            |                  |                                       |                   |
| Loss on disposal of intangible assets       | -                | (957)                                 | -                 |
| Expenses of the previous periods            | -                | (15)                                  | -                 |
| Income on issue of shares                   | -                | 750                                   | -                 |
| Other income                                | 3,335            | 2,999                                 | -                 |
| Interest expense                            | (8,352)          | -                                     | -                 |
| Other financial expenses                    | (1,443)          | (1,307)                               | -                 |

The total remuneration paid to the Group's key management is as follows:

|                    | 2008          |                | 2007          |               |
|--------------------|---------------|----------------|---------------|---------------|
|                    | Paid          | Accrued        | Paid          | Accrued       |
| Salaries           | 74,518        | 85,653         | 24,941        | 28,668        |
| Short-term bonuses | 14,468        | 16,630         | 2,814         | 3,235         |
| <b>Total</b>       | <b>88,986</b> | <b>102,283</b> | <b>27,755</b> | <b>31,903</b> |

Short-term bonuses are payable in full within twelve months after the end of the period in which the management rendered the relevant services.

## **7 Business combinations**

On 20 August 2008 OJSC Atomredmetzoloto acquired the 99.99% and 2.03% shareholdings in LLC Agrofirma Itmanovo and LLC Firma Geostar, accordingly, for cash consideration from an individual. At the acquisition date LLC Agrofirma Itmanovo owned the 97.97% interest in LLC Firma Geostar. The acquisition price amounted to RR 97,986 thousand for the shareholding in LLC Agrofirma Itmanovo and RR 2,000 thousand for the shareholding in LLC Firma Geostar. The performance results of the acquired companies are included in the consolidated results of the Group from the date of acquisition. The performance results of LLC Firma Geostar and LLC Agrofirma Itmanovo had no significant effect on the consolidated financial results in 2008.

The main assets of LLC Agrofirma Itmanovo are:

1. 5 plots of land of 5,219,615 square meters near the village Itmanovo, Gaginsky District, Nizhny Novgorod region;
2. 97.97% shareholding in LLC Firma Geostar.

The main asset of LLC Firma Geostar is license No. HЖГ 00590 ТЭ issued on 10 July 1993 and valid for the period of 25 years for subsoil use to complete the geological study and mining at the Itmanovskaya placer of Lukoyanovsky deposits of titanium-zirconium sands. During 1993-1995 the reconnaissance was conducted, feasibility study of provisional mining was prepared and reserves of the Itmanovskaya placer were approved by the territorial commission of mineral reserves. In 1995, the engineering and geodesic surveys were performed and a feasibility study of the construction of phase I of the pilot-industrial complex (Itmanovsky ore-processing plant) was prepared for the extraction and processing of titanium-zirconium sands together with a working draft of the ore-processing plant construction. In 1999 the state ecological examination was passed.

Independent valuation was performed to determine the fair value of shares acquired. The fair value of acquired assets and liabilities was determined by an independent appraiser based on the discounted cash flow model.



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Allocation of the purchase price on acquisition of the 99.99% shareholding in LLC Agrofirma Itmanovo is presented below.

|   | Carrying value | Fair value adjustment | Fair value       |
|---|----------------|-----------------------|------------------|
| Current assets  | 2,120          | -                     | 2,120            |
| Non-current assets  | 52,075         | 455,992               | 508,067          |
| Short-term liabilities  | (31)           | -                     | (31)             |
| Long-term liabilities   | -              | -                     | -                |
| <b>Net identifiable assets</b>  | <b>54,164</b>  | <b>455,992</b>        | <b>510,156</b>   |
| Acquired share  |                |                       | 99.99%           |
| Acquired net assets   |                |                       | 510,105          |
| Acquisition cost  |                |                       | 97,986           |
| <b>Difference between acquisition cost and fair value of net assets</b> |                |                       | <b>(412,119)</b> |

Allocation of the purchase price on acquisition of the 2.03% shareholding in LLC Firma Geostar is presented below.

|   | Carrying value | Fair value adjustment | Fair value     |
|---|----------------|-----------------------|----------------|
| Current assets  | 8,443          | 343,611               | 352,054        |
| Non-current assets  | 4,873          | 5,501                 | 10,374         |
| Short-term liabilities  | (650)          | -                     | (650)          |
| Long-term liabilities   | -              | -                     | -              |
| <b>Net identifiable assets</b>  | <b>12,666</b>  | <b>349,112</b>        | <b>361,778</b> |
| Acquired share  |                |                       | 2.03%          |
| Acquired net assets   |                |                       | 7,344          |
| Acquisition cost  |                |                       | 2,000          |
| <b>Difference between acquisition cost and fair value of net assets</b> |                |                       | <b>(5,344)</b> |

Total negative difference of RR 417,463 thousand between the acquisition cost and the fair value of acquired assets resulting from acquisition of shares in LLC Firma Geostar and OJSC Agrofirma Itmanovo is reflected in the combined and consolidated income statement for 2008. The main reason for the negative difference between the acquisition cost and the fair value of acquired assets is that the Group carried out a transaction on favourable terms.

*Notes to the combined and consolidated financial statements for the year ended 31 December 2008*  
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## 8 Property, plant and equipment

Changes in the carrying value of property, plant and equipment are as follows:

|  | Land    | Transmission equipment | Buildings and fixtures | Machinery and equipment | Motor vehicles | Other     | Construction in progress | Total        |
|--|---------|------------------------|------------------------|-------------------------|----------------|-----------|--------------------------|--------------|
| <b>Cost as at 1 January 2007</b>                             | -       | 6,348,293              | 12,206,733             | 7,790,518               | 1,001,821      | 180,948   | 1,929,342                | 29,457,655   |
| Additions  | -       | -                      | 2,467                  | 6,956                   | 113,593        | 902       | 1,388,109                | 1,512,027    |
| Transfers  | -       | 2,191                  | 522,770                | 369,330                 | 59,072         | 33,403    | (986,766)                | -            |
| Disposals  | -       | (12,640)               | (42,935)               | (137,126)               | (156,796)      | (12,605)  | (331)                    | (362,433)    |
| Translation difference                                       | -       | -                      | (61)                   | (132)                   | (140)          | (22)      | (192)                    | (547)        |
| <b>Cost as at 31 December 2007</b>                           | -       | 6,337,844              | 12,688,974             | 8,029,546               | 1,017,550      | 202,626   | 2,330,162                | 30,606,702   |
| Additions  | -       | -                      | 7,137                  | 335,794                 | 179,394        | 16,902    | 3,035,412                | 3,574,639    |
| Additions through acquisitions of subsidiaries               | 149,309 | -                      | 11,082                 | 462                     | 83             | 348       | 1,725                    | 163,009      |
| Transfers  | -       | 59,778                 | 382,327                | 873,296                 | 86,581         | 72,583    | (1,474,565)              | -            |
| Disposals  | -       | (19,034)               | (374,830)              | (89,169)                | (24,143)       | (11,120)  | (24,984)                 | (543,280)    |
| Translation difference                                       | -       | -                      | 1,732                  | 11,432                  | 3,590          | 781       | 1,080                    | 18,615       |
| <b>Cost as at 31 December 2008</b>                           | 149,309 | 6,378,588              | 12,716,422             | 9,161,361               | 1,263,055      | 282,120   | 3,868,830                | 33,819,685   |
| <b>Accumulated depreciation as at 1 January 2007</b>         | -       | (4,461,703)            | (7,184,561)            | (6,681,648)             | (761,902)      | (142,080) | -                        | (19,231,894) |
| Depreciation charge for the year                             | -       | (122,158)              | (230,774)              | (193,188)               | (88,015)       | (19,838)  | -                        | (653,973)    |
| Accumulated depreciation related to disposals                | -       | 13,884                 | 40,096                 | 126,233                 | 147,278        | 12,435    | -                        | 339,926      |
| <b>Accumulated depreciation as at 31 December 2007</b>       | -       | (4,569,977)            | (7,375,239)            | (6,748,603)             | (702,639)      | (149,483) | -                        | (19,545,941) |
| Depreciation charge for the year                             | -       | (100,865)              | (277,705)              | (257,001)               | (108,845)      | (26,638)  | -                        | (771,054)    |
| Accumulated depreciation through acquisition of subsidiaries | -       | -                      | (185)                  | (428)                   | (83)           | (234)     | -                        | (930)        |
| Accumulated depreciation related to disposals                | -       | 16,537                 | 374,366                | 70,433                  | 22,013         | 10,972    | -                        | 494,321      |
| Translation difference                                       | -       | -                      | (120)                  | (1,269)                 | (379)          | (80)      | -                        | (1,848)      |
| <b>Accumulated depreciation as at 31 December 2008</b>       | -       | (4,654,305)            | (7,278,883)            | (6,936,868)             | (789,933)      | (165,463) | -                        | (19,825,452) |
| <b>Net book value as at 1 January 2007</b>                   | -       | 1,886,590              | 5,022,172              | 1,108,870               | 239,919        | 38,868    | 1,929,342                | 10,225,761   |
| <b>Net book value as at 31 December 2007</b>                 | -       | 1,767,867              | 5,313,735              | 1,280,943               | 314,911        | 53,143    | 2,330,162                | 11,060,761   |
| <b>Net book value as at 31 December 2008</b>                 | 149,309 | 1,724,283              | 5,437,539              | 2,224,493               | 473,122        | 116,657   | 3,868,830                | 13,994,233   |

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
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Machinery and equipment include carrying value of assets under a finance lease agreement in the amount of RR 512,355 thousand (2007: RR 137,198 thousand) (Refer to Note 19).

Land represents the market value of land plots owned by LLC Agrofirma Itmanovo and acquired in August 2008.

**9 Intangible assets**

|  | Licences        | Software      | Other        | Total            |
|--|-----------------|---------------|--------------|------------------|
| <b>Cost as at 1 January 2007</b>                             | <b>901</b>      | <b>-</b>      | <b>292</b>   | <b>1,193</b>     |
| Additions  | 135,398         | -             | 6,551        | 141,949          |
| Disposals  | -               | -             | (5,755)      | (5,755)          |
| <b>Cost as at 31 December 2007</b>                           | <b>136,299</b>  | <b>-</b>      | <b>1,088</b> | <b>137,387</b>   |
| Additions  | 493,936         | 42,095        | 7,872        | 543,903          |
| Additions through acquisitions of subsidiaries               | 347,673         | -             | 4            | 347,677          |
| Translation difference                                       | -               | -             | 8            | 8                |
| <b>Cost as at 31 December 2008</b>                           | <b>977,908</b>  | <b>42,095</b> | <b>8,972</b> | <b>1,028,975</b> |
| <b>Accumulated amortization as at 1 January 2007</b>         | <b>(299)</b>    | <b>-</b>      | <b>(75)</b>  | <b>(374)</b>     |
| Amortization charge for the year                             | (3,368)         | -             | (293)        | (3,661)          |
| Accumulated amortization related to disposals                | -               | -             | 67           | 67               |
| Translation difference                                       | -               | -             | -            | -                |
| <b>Accumulated amortization as at 31 December 2007</b>       | <b>(3,667)</b>  | <b>-</b>      | <b>(301)</b> | <b>(3,968)</b>   |
| Amortization charge for the year                             | (13,120)        | -             | (312)        | (13,432)         |
| Accumulated amortization through acquisition of subsidiaries | (3)             | -             | (3)          | (6)              |
| Accumulated amortization related to disposals                | -               | -             | 17           | 17               |
| <b>Accumulated amortization as at 31 December 2008</b>       | <b>(16,790)</b> | <b>-</b>      | <b>(599)</b> | <b>(17,389)</b>  |
| <b>Net book value as at 1 January 2007</b>                   | <b>602</b>      | <b>-</b>      | <b>217</b>   | <b>819</b>       |
| <b>Net book value 31 December 2007</b>                       | <b>132,632</b>  | <b>-</b>      | <b>787</b>   | <b>133,419</b>   |
| <b>Net book value as at 31 December 2008</b>                 | <b>961,118</b>  | <b>42,095</b> | <b>8,373</b> | <b>1,011,586</b> |

Included under licenses caption is the cost of licenses for exploration and mining.

| <b>Remaining useful life of licenses is:</b> | <b>Number of years</b> |
|--|------------------------|
| At existing fields                           | 5                      |
| At fields being developed                    | 18                     |

Software includes capitalized expenses on implementation of Microsoft Dynamics software at OJSC PPGHO.

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
(in thousands of Russian Roubles unless stated otherwise)

## 10 Exploration and evaluation assets

|                                   | Geological<br>exploration<br>works | Land and<br>construction<br>works | Feasibility<br>analysis | Total     |
|-----------------------------------|------------------------------------|-----------------------------------|-------------------------|-----------|
| Cost as at 1 January 2007         | 1,218                              | 77,733                            | 49,727                  | 128,678   |
| Additions                         | 157,703                            | 17,194                            | 290,846                 | 465,743   |
| Cost value as at 31 December 2007 | 158,921                            | 94,927                            | 340,573                 | 594,421   |
| Additions                         | 365,129                            | 307                               | 131,644                 | 497,080   |
| Cost value as at 31 December 2008 | 524,050                            | 95,234                            | 472,217                 | 1,091,501 |

## 11 Investments in associates

The table below presents changes in the carrying value of the Group's investments in associates.

|                                      | 2008     | 2007    |
|--------------------------------------|----------|---------|
| Balance as at 1 January              | 178,687  | 55,576  |
| Acquisition of associates            | 5,062    | 37,924  |
| Share of (loss)/profit in associates | (43,757) | 88,146  |
| Dividends received                   | 19,766   | -       |
| Translation difference               | (4,363)  | (2,959) |
| Balance as at 31 December            | 155,395  | 178,687 |

Below is the information on the Group's shareholdings in its principal associates as at 31 December 2008, and a summary of their financial indicators, including the total value of assets, liabilities, revenues, profit or loss:

| Name  | Total assets | Total liabilities | Revenue | Profit/ (loss) | Equity share (%) | The country of registration |
|---|--------------|-------------------|---------|----------------|------------------|-----------------------------|
| OJSC Joint Venture Zarechnoye                 | 3,155,693    | 2,886,067         | 661826  | (28,380)       | 49.67%           | Kazakhstan                  |
| OJSC Joint Venture Akbastau                   | 900,839      | 959,501           | 3582    | (56,932)       | 25.00%           | Kazakhstan                  |
| OJSC Yuzhnaya Yakutia Development Corporation | 78,742       | 8,074             | -       | (54,883)       | 25.10%           | Russian Federation          |
| CJSC Armenian-Russian Mining Company          | 7,214        | 2,298             | -       | (3,310)        | 50.00%           | Armenia                     |
| Runex Uranium PTY Ltd                         | 231          | -                 | -       | -              | 50.00%           | Namibia                     |
| Northern Basins Uranium Ltd                   | 2,395        | -                 | -       | 7              | 49.00%           | Canada                      |
| Total   | 4,145,114    | 3,855,940         | 665408  | (143,498)      |                  |                             |

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Below is the information on the Group's shareholdings in its principal associates as at 31 December 2007, and a summary of their financial indicators, including the total value of assets, liabilities, revenues, profit or loss:

| Name  | Total assets     | Total liabilities | Revenue        | Profit/(loss)  | Equity share (%) | The country of registration |
|---|------------------|-------------------|----------------|----------------|------------------|-----------------------------|
| OJSC Joint Venture Zarechnoye                 | 2,274,402        | 1,981,612         | 536,230        | 208,805        | 49.67%           | Kazakhstan                  |
| OJSC Joint Venture Akbastau                   | 20,777           | 13,790            | 7              | (36,621)       | 25.00%           | Kazakhstan                  |
| OJSC Yuzhnaya Yakutia Development Corporation | 128,290          | 2,738             | -              | (24,448)       | 25.10%           | Russian Federation          |
| <b>Total</b>                                  | <b>2,423,469</b> | <b>1,998,140</b>  | <b>536,237</b> | <b>147,736</b> |                  |                             |

The carrying value of the Group's investment in associated company OJSC Joint Venture Akbastau equals zero. The unrecorded amount of the share in the loss of the associate for the year 2008 equals RR 47,417 thousand (2007: nil). The total amount of unrecorded share in the accumulated losses of the associate equals RR 47,417 thousand (2007: nil).

**12 Other non-current assets**

|                                       | 31 December 2008 | 31 December 2007 |
|---------------------------------------|------------------|------------------|
| Non-current VAT recoverable           | 198,879          | 97,634           |
| Non-current accounts receivable       | 23,348           | -                |
| <b>Total other non-current assets</b> | <b>222,227</b>   | <b>97,634</b>    |

**13 Inventories**

|                                       | 31 December 2008 | 31 December 2007 |
|---------------------------------------|------------------|------------------|
| Raw materials                         | 1,459,873        | 1,795,008        |
| Work in progress                      | 640,665          | 422,215          |
| Finished goods                        | 1,082,504        | 434,059          |
| Goods for resale                      | 4,208,753        | 1,567,710        |
| Provision for impairment of inventory | (39,268)         | (36,139)         |
| <b>Total inventory</b>                | <b>7,352,527</b> | <b>4,182,853</b> |

The table below shows a changes in the inventory impairment provision.

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
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|                                       |               |
|---------------------------------------|---------------|
| Balance as at 1 January 2007          | 30,812        |
| Charge for the period                 | 5,327         |
| <b>Balance as at 31 December 2007</b> | <b>36,139</b> |
| Charge for the period                 | 3,129         |
| <b>Balance as at 31 December 2008</b> | <b>39,268</b> |

**14 Trade and other accounts receivable**

|   | 31 December<br>2008 | 31 December<br>2007 |
|---|---------------------|---------------------|
| Trade accounts receivable less provision for impairment | 1,207,106           | 881,176             |
| Other financial accounts receivable                     | 284,989             | 42,116              |
| <b>Total financial accounts receivable</b>              | <b>1,492,095</b>    | <b>923,292</b>      |
| Advances issued   | 521,222             | 283,500             |
| VAT prepaid   | 755,040             | 14,511              |
| VAT recoverable   | 165,909             | 108,183             |
| Taxes prepaid   | 118,366             | 5,914               |
| Other receivables                                       | 98,569              | 10,849              |
| <b>Total accounts receivable</b>                        | <b>3,151,201</b>    | <b>1,346,249</b>    |

Movements in the bad debt provision are as follows:

|   | Financial accounts<br>receivable | Advances<br>issued |
|---|----------------------------------|--------------------|
| Balance as at 1 January 2007                              | 33,976                           | 14,276             |
| Charge for the period                                     | 10,970                           | 5,505              |
| <b>Balance as at 31 December 2007</b>                     | <b>44,946</b>                    | <b>19,781</b>      |
| (Reversal)/charge for the period                          | (2,396)                          | 1,531              |
| Bad debt provision regarding acquisitions of subsidiaries | -                                | 2,685              |
| <b>Balance as at 31 December 2008</b>                     | <b>42,550</b>                    | <b>23,997</b>      |

Credit quality analysis of financial accounts receivable is as follows:

|   | 2008                            |  | 2007                            |  |
|---|---------------------------------|--|---------------------------------|--|
|   | Trade<br>accounts<br>receivable | Other<br>financial<br>accounts<br>receivable | Trade<br>accounts<br>receivable | Other<br>financial<br>accounts<br>receivable |
| <i>Current and unimpaired accounts receivable – the risk is associated with</i> |                                 |  |                                 |  |
| - Russian government  | 5,728                           | 4,760  | 7,698                           | 38   |
| - Other Russian municipal authorities   | 77,306                          | 1,064  | 3,080                           | 1,207  |
| - Major Russian corporations  | 1,051,096                       | 174,905                                      | 793,077                         | 14,931                                       |

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
(in thousands of Russian Roubles unless stated otherwise)

|  | 2008                            |  | 2007                            |  |
|--|---------------------------------|--|---------------------------------|--|
|  | Trade<br>accounts<br>receivable | Other<br>financial<br>accounts<br>receivable | Trade<br>accounts<br>receivable | Other<br>financial<br>accounts<br>receivable |
| - Small and medium-sized companies                                 | 27,288                          | 51,955                                       | 10,898                          | 25,660                                       |
| - Major foreign companies  | 25,812                          | 50,188                                       | -                               | 132  |
| - Other  | 1,894                           | 233  | 1,623                           | 148  |
| <b>Total current and unimpaired accounts receivable</b>            | <b>1,189,124</b>                | <b>283,105</b>                               | <b>816,376</b>                  | <b>42,116</b>                                |
| <i>Overdue but unimpaired</i>                                      |                                 |  |                                 |  |
| - less than 30 days overdue  | 528                             | 235  | 47,714                          | -  |
| - from 30 to 90 days overdue                                       | 7,244                           | 200  | 11,479                          | -  |
| - from 90 to 180 days overdue                                      | 10,210                          | 1,448  | 5,643                           | -  |
| <b>Total overdue but unimpaired</b>                                | <b>17,982</b>                   | <b>1,883</b>                                 | <b>64,836</b>                   | <b>-</b>                                     |
| Individually assessed as doubtful of collection (total amount)     |                                 |  |                                 |  |
| - from 90 to 180 days overdue                                      | 10,208                          | 1,448  | 6,305                           | -  |
| - from 180 to 360 days overdue                                     | 7,094                           | -  | 9,721                           | -  |
| - over 360 days overdue  | 21,706                          | 2,094  | 26,826                          | 2,094  |
| <b>Total accounts receivable individually assessed as doubtful</b> | <b>39,008</b>                   | <b>3,542</b>                                 | <b>42,852</b>                   | <b>2,094</b>                                 |
| <b>Less bad debt provision</b>                                     | <b>(39,008)</b>                 | <b>(3,542)</b>                               | <b>(42,852)</b>                 | <b>(2,094)</b>                               |
| <b>Total</b>   | <b>1,207,106</b>                | <b>284,988</b>                               | <b>881,212</b>                  | <b>42,116</b>                                |

## 15 Other financial assets

|   | 31 December 2008 | 31 December 2007 |
|---|------------------|------------------|
| Loans at amortised cost(1)                  | 259,998          | -                |
| Bank promissory notes at amortised cost (2) | 255,670          | 247,533          |
| <b>Total other financial assets</b>         | <b>515,668</b>   | <b>247,533</b>   |

(1) The Group has loans with fixed interest rate. The weighted average interest rate in 2008 was 12.5%.

(2) The Group has investments in bank promissory notes with a fixed interest rate. The weighted average interest rate in 2008 was 6.12% (2007: 5.33%).

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As at 31 December 2008 the Group owned bank promissory notes issued by OJSC Elektronika with maturity at sight, but not earlier than 8 November 2008 in amount RR 255,670 thousands (as at 31 December 2007 in amount RR 247,533 thousands).

In accordance with the regulations of the Bank of Russia dated 10 November 2008, the restrictions were imposed on banking transactions. As a result, all transactions of OJSC JSCB Elektronika were suspended for three days. In accordance with the order of the Bank of Russia of 25 December 2008 No. ML-995 interim administration was appointed at OJSC JSCB Elektronika until the appointment of a bankruptcy trustee in accordance with Federal Law On Insolvency (Bankruptcy) of Credit Organizations or the appointment of a liquidator in accordance with Article 23.1 of the Federal Law On banks and banking activity. The powers of the executive bodies of the Bank in accordance with federal laws were suspended. A tripartite agreement dated 28 November 2008 was signed between GC Deposit Insurance Agency, OJSC JSCB Elektronika and OJSC JSCB National Reserve Bank under Federal Law No. 175-FZ On additional measures to strengthen the stability of the banking system in the period up to 31 December 2011 to transfer the assets and liabilities of OJSC JSCB Elektronika to OJSC JSCB National Reserve Bank.

In the first quarter 2009 OJSC JSCB National Reserve Bank bought out promissory notes of OJSC JSCB Elektronika from the Group at their nominal value. As a result, the Group did not create a provision for impairment of these promissory notes at 31 December 2008.

## 16 Cash and cash equivalents

|   | 31 December 2008 | 31 December 2007 |
|---|------------------|------------------|
| Bank balances   | 2,373,389        | 2,107,436        |
| Bank deposits with maturity of less than three months | 14,043           | 60,050           |
| Restricted cash                                       | 47,097           | 11,363           |
| Cash on hand  | 425              | 307              |
| <b>Total cash and cash equivalents</b>                | <b>2,434,954</b> | <b>2,179,156</b> |

Restricted cash includes cash on L/C accounts and cash in transit. Balances on current accounts and term deposits with banks are neither past due nor impaired.

Credit quality analysis of balances on current accounts and short-term term deposits with banks is provided below.

|                                      | 2008                        |                          | 2007                        |                          |
|--------------------------------------|-----------------------------|--------------------------|-----------------------------|--------------------------|
|                                      | Current accounts with banks | Term deposits with banks | Current accounts with banks | Term deposits with banks |
| <i>Standard &amp; Poor's Ratings</i> |                             |                          |                             |                          |
| BBB                                  | 24,285                      | 13,000                   | 45,022                      | 60,000                   |
| B+                                   | 2,165,544                   | -                        | 2,018,925                   | -                        |
| BBB-                                 | 2                           | -                        | 5                           | -                        |
| B                                    | 182,968                     | 110                      | 42,504                      | 50                       |
| BB-                                  | 26                          | -                        | 980                         | -                        |
| B-                                   | 260                         | -                        | -                           | -                        |
| CCC                                  | 1                           | -                        | -                           | -                        |
| No ratings                           | 303                         | 933                      | -                           | -                        |
| <b>Total</b>                         | <b>2,373,389</b>            | <b>14,043</b>            | <b>2,107,436</b>            | <b>60,050</b>            |



## 17 Share capital

### *Basis of presentation of changes in equity*

The Group was formed by consolidating a number of companies under common control. To ensure comparability, the share capital of the Group was presented for the comparative periods and as at 1 January 2007 as if it had existed in the form which it has at present starting from 1 January 2007 (Refer to Note 3). Since the Group was formed as a result of acquisition of shares in the companies under common control and through the additional issue of shares after 1 January 2007, the increase in the share capital at these dates is reflected in the combined and consolidated statement of changes in equity in the amounts equal to the nominal value of shares issued, which, in its turn, is based on the fair value of contributed assets.

### *Share capital*

|                            | Number of<br>shares, items | Share capital,<br>RR thousands | Share<br>premium, RR<br>thousands | Total, RR<br>thousands |
|----------------------------|----------------------------|--------------------------------|-----------------------------------|------------------------|
| At 1 January 2007          | 453 722                    | 454                            | 85                                | 539                    |
| At 31 December 2007        | 453 722                    | 454                            | 85                                | 539                    |
| Issue of additional shares | 3,955,586,175              | 3,955,586                      | 24,841,084                        | 28,796,670             |
| At 31 December 2008        | 3,956,039,897              | 3,956,040                      | 24,841,169                        | 28,797,209             |

In 2008, the Company made an additional issue of 3,955,586,175 shares with the value of RR 28,796,670 thousand in favour of OJSC TVEL. Additional shares were paid in the following manner:

- by shares of subsidiaries of OJSC TVEL, including OJSC PPGHO, OJSC Khiagda and CJSC Dalur in the amount of RR 25,824,667 thousand, and
- cash in the amount of RR 2,972,000 thousand.

The total number of authorized ordinary shares is 5,882,000 thousand (2007: 0 thousand shares) with the nominal value of 1 rouble per share. All issued ordinary shares are fully paid. Each share entitles the holder to one vote.

Share premium represents the amount by which contributions to capital exceed the nominal value of shares issued. In the combined and consolidated statement of changes in equity the share premium was offset against the merger reserve.

### **Merger reserve**

The difference in the amount of RR 7,575,733 thousand between the acquisition cost, equity of the companies acquired by the Group in the transactions under common control in accordance with IFRS at 1 January 2007, and minority interest was reflected in the merger reserve within equity attributable to the shareholders of the Company.

The difference between the acquisition cost, equity of the companies acquired by the Group in transactions under common control in accordance with IFRS in 2007 and 2008 and minority interests of RR 426,443 thousand and RR 1,275,871 thousand, accordingly, was reflected in the merger reserve within equity attributable to the majority shareholders of the Company.

### **Dividends**

Distribution of profits is made on the basis of financial statements prepared in accordance with Russian accounting rules.

During the year ended 31 December 2008 dividends were declared and paid in the amount RR 87,861 thousands (RR 193.644 per share) (for the year ended 31 December 2007 – RR 890 thousands (RR 1.962 per share).

## **18 Borrowings**

The structure of non-current borrowings is as follows:

|   | 31 December 2008 | 31 December 2007 |
|---|------------------|------------------|
| Bank loans                                    | 4,093,617        | 4,150,719        |
| Bonds   | 510,835          | -                |
| Borrowings from third parties                 | 94,501           | 4,877            |
| Less: current portion of long-term borrowings | (1,686,051)      | -                |
| <b>Total non-current borrowings</b>           | <b>3,012,902</b> | <b>4,155,596</b> |

In March 2008, LLC Dalur-Finance carried out a public offering of ordinary documentary interest-bearing non-convertible bonds. The number of the bonds issued amounted to 520 thousand with a nominal value of RR 1,000 per bond maturing in 2013. The total value of the offering was RR 520,000 thousand.

Interest on the 1<sup>st</sup> and 2<sup>nd</sup> coupons was set at 12.95% per annum, and on the 3<sup>rd</sup> -6<sup>th</sup> coupons – at 14% p.a. Interest rates on the 7<sup>th</sup> -10<sup>th</sup> coupons are to be set by the issuer. Due to the fact that the issuer has an obligation to redeem the bonds in 2009, the bonds are classified as short-term debt in the combined and consolidated financial statements.

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The Group's non-current borrowings mature as follows:

|                                   | 31 December<br>2008 | 31 December<br>2007 |
|-----------------------------------|---------------------|---------------------|
| From one to two years             | 2,730,864           | 1,963,948           |
| From two to three years           | 132,266             | 2,191,648           |
| From three to four years          | -                   | -                   |
| From four to five years           | 149,772             | -                   |
| <b>Total long-term borrowings</b> | <b>3,012,902</b>    | <b>4,155,596</b>    |

The structure of current borrowings is as follows:

|   | 31 December<br>2008 | 31 December<br>2007 |
|---|---------------------|---------------------|
| Bank loans                              | 8,471,844           | 1,734,486           |
| Borrowings from non-banks               | 297,408             | 760,219             |
| Current portion of long-term borrowings | 1,686,051           | -                   |
| <b>Total current borrowings</b>         | <b>10,455,303</b>   | <b>2,494,705</b>    |

The Group's borrowings are denominated in the following currencies:

|  | 31 December<br>2008 | 31 December<br>2007 |
|--|---------------------|---------------------|
| Loans and borrowings denominated in: - Russian Roubles | 1,886,346           | 5,030,232           |
| - US Dollars   | 11,581,859          | 1,620,069           |
| <b>Total borrowings</b>                                | <b>13,468,205</b>   | <b>6,650,301</b>    |

As at 31 December 2008, the effective interest rate ranged from 9.5% to 18% per annum on borrowings denominated in RR, and from 11% to 13% per annum on borrowings denominated in US dollars (31 December 2007: effective interest rate ranged from 7.7% to 11.5% per annum on borrowings denominated in RR and amounted to 11% per annum on borrowings denominated in US dollars).

The amount of interest included into the cost of property, plant and equipment and exploration and evaluation assets constituted RR 119,823 thousand as at 31 December 2008 (31 December 2007: RR 27,248 thousand)

According to the loan facility agreement with OJSC Gazprombank, OJSC Atomredmetzoloto is obliged, starting from 1 January 2008, to direct cash received under sales contracts with OJSC Techsnabexport, OJSC TVEL and foreign exporters for sale of special raw materials to debt repayment. During the reporting period OJSC Atomredmetzoloto complied with the terms of the loan facility agreement.

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Loans and borrowings have the following carrying and fair values:

|                           | Carrying value    |                  | Fair value        |                  |
|---------------------------|-------------------|------------------|-------------------|------------------|
|                           | 2008              | 2007             | 2008              | 2007             |
| Bank loans                | 12,565,460        | 5,885,205        | 11,266,932        | 5,847,369        |
| Bonds                     | 510,836           | -                | 510,835           | -                |
| Borrowings from non-banks | 391,909           | 765,096          | 391,909           | 764,276          |
| <b>Total borrowings</b>   | <b>13,468,205</b> | <b>6,650,301</b> | <b>12,169,676</b> | <b>6,611,645</b> |

## 19 Finance lease

Information on the minimum lease payments under finance lease and their discounted values is provided below.

|                            | 31 December 2008       |               |                | 31 December 2007       |               |               |
|----------------------------|------------------------|---------------|----------------|------------------------|---------------|---------------|
|                            | Minimum lease payments | Interest      | Principal      | Minimum lease payments | Interest      | Principal     |
| Less than one year         | 290,329                | 53,842        | 236,487        | 53,183                 | 9,220         | 43,963        |
| Between one and five years | 172,397                | 24,307        | 148,090        | 33,536                 | 7,213         | 26,323        |
| More than five years       | 9,758                  | 3,051         | 6,707          | 11,476                 | 4,006         | 7,470         |
| <b>Total</b>               | <b>472,484</b>         | <b>81,200</b> | <b>391,284</b> | <b>98,195</b>          | <b>20,439</b> | <b>77,756</b> |

## 20 Taxes other than income tax payable

|  | 31 December 2008 | 31 December 2007 |
|--|------------------|------------------|
| Value added tax                                  | 161,833          | 52,100           |
| Unified social tax                               | 44,557           | 37,780           |
| Land tax   | 21,120           | 15,998           |
| Property tax                                     | 20,738           | 18,134           |
| Personal income tax                              | 13,830           | 6,213            |
| Transportation tax                               | 3,155            | 3,033            |
| Other taxes                                      | 24,572           | 45,849           |
| <b>Total taxes other than income tax payable</b> | <b>289,805</b>   | <b>179,107</b>   |

## 21 Accounts payable

|   | 31 December 2008 | 31 December 2007 |
|---|------------------|------------------|
| Trade accounts payable                  | 885,599          | 906,289          |
| Other financial accounts payable        | 223,765          | 104,092          |
| <b>Total financial accounts payable</b> | <b>1,109,364</b> | <b>1,010,381</b> |

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
(in thousands of Russian Roubles unless stated otherwise)

|                               | 31 December 2008 | 31 December 2007 |
|-------------------------------|------------------|------------------|
| Prepayments received          | 188,356          | 226,875          |
| Salary payable to personnel   | 220,540          | 207,303          |
| Other payables                | 3,528            | 2,085            |
| <b>Total accounts payable</b> | <b>1,521,788</b> | <b>1,446,644</b> |

**22 Other non-current liabilities and reserves**

|                                       | Retirement obligations provision | Environmental provision | Other         | Total          |
|---------------------------------------|----------------------------------|-------------------------|---------------|----------------|
| <b>Balance as at 1 January 2007</b>   | <b>219,180</b>                   | <b>285,303</b>          | <b>-</b>      | <b>504,483</b> |
| Charged to profit or loss             | 103,523                          | 39,606                  | 9,400         | 152,529        |
| <b>Balance as at 31 December 2007</b> | <b>322,703</b>                   | <b>324,909</b>          | <b>9,400</b>  | <b>657,012</b> |
| Charged to profit or loss             | 141,332                          | 40,919                  | 5,113         | 187,364        |
| <b>Balance as at 31 December 2008</b> | <b>464,035</b>                   | <b>365,828</b>          | <b>14,513</b> | <b>844,376</b> |

Management evaluated the commitments for environmental protection (environmental restoration) until 2025, based on the interpretation of the existing license agreement and environmental legislation and in accordance with IAS 37 Provisions, contingent liabilities and contingent assets. Discount rate used to measure liabilities, which at 31 December 2008 amounted to 13.87% (31 December 2007: the same), is the pre-tax real rate, the application of which the Group considers reasonable in the current economic situation in the Russian Federation at the reporting date. The relevant asset was included in the group Buildings and fixtures as part of property, plant and equipment.

The following tables contain data on the retirement obligations and the actuarial assumptions at 31 December 2008 and 31 December 2007.

The amounts reflected in the combined and consolidated balance sheet as at 31 December are as follows:

|  | 2008           | 2007           |
|--|----------------|----------------|
| Defined benefit obligations  | 464,035        | 322,703        |
| Fair value of the plan assets  | -              | -              |
| Financial condition of the plan  | 464,035        | 322,703        |
| Unrecognized net actuarial gain/(loss)   | -              | -              |
| Unrecognized past service cost   | -              | -              |
| <b>Net liabilities recognised in the combined and consolidated balance sheet</b> | <b>464,035</b> | <b>322,703</b> |

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
*(in thousands of Russian Roubles unless stated otherwise)*

The amounts recognised in the combined and consolidated income statement are as follows:

|                      | 2008           | 2007           |
|----------------------|----------------|----------------|
| Current service cost | 166,568        | 108,225        |
| Interest expense     | 9,036          | 6,615          |
| <b>Total</b>         | <b>175,603</b> | <b>114,839</b> |

Changes in the net liability are recognized in the combined and consolidated balance sheet at 31 December as follows:

|   | 2008           | 2007           |
|---|----------------|----------------|
| Defined benefit obligations   |                |                |
| Defined benefit obligations as at 1 January                             | 322,703        | 236,236        |
| Net loss as reflected in the combined and consolidated income statement | 175,603        | 114,839        |
| Post-employment benefits paid   | (34,272)       | (28,373)       |
| <b>Defined benefit obligations as at 31 December</b>                    | <b>464 035</b> | <b>322,703</b> |

Actuarial assumptions applied to measure the obligations :

|  | 2008 | 2007 r. |
|--|------|---------|
| Discount rate  | 2.8% | 2.8%    |
| The expected average length of service of employees, remaining to their retirement (years) | 18.5 | 18.4    |

## 23 Revenue

|                                     | 2008              | 2007             |
|-------------------------------------|-------------------|------------------|
| Sales of uranium                    | 12,715,501        | 8,309,003        |
| Sales of coal                       | 918,005           | 706,655          |
| Sales of electric and thermal power | 950,349           | 505,679          |
| Other sales                         | 613,517           | 311,624          |
| <b>Total revenue</b>                | <b>15,197,372</b> | <b>9,832,961</b> |

## 24 Cost of sales

|   | 2008             | 2007             |
|---|------------------|------------------|
| Raw materials and goods for resale            | 8,484,605        | 5,478,282        |
| Personnel costs                               | 3,008,253        | 2,601,983        |
| Depreciation of property, plant and equipment | 742,663          | 634,186          |
| Transportation expenses                       | 212,112          | 237,494          |
| Repairs and maintenance                       | 221,017          | 152,737          |
| Conversion services                           | 174,623          | -                |
| Utilities                                     | 109,419          | 58,960           |
| Insurance                                     | 58,590           | 36,002           |
| Security                                      | 36,611           | 28,464           |
| Provision for impairment of inventory         | 3,129            | 5,327            |
| Other expenses                                | 127,895          | 104,994          |
| Change in finished goods and work in progress | (3,409,254)      | (1,751,672)      |
| <b>Total cost of sales</b>                    | <b>9,769,663</b> | <b>7,586,757</b> |

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Personnel costs include obligatory social and pension payments in the amount of RR 642,706 thousand (2007: RR 551,161 thousand).

## 25 Administrative and selling expenses

|  | 2008             | 2007.            |
|--|------------------|------------------|
| Personnel costs                                  | 972,107          | 489,528          |
| Taxes other than on income                       | 452,275          | 486,124          |
| Consulting expenses                              | 230,771          | 40,163           |
| Repairs and maintenance                          | 105,074          | 42,652           |
| Insurance  | 175,855          | 172,869          |
| Rent   | 173,740          | 24,819           |
| Transportation expenses                          | 134,701          | 91,745           |
| Information expenses                             | 102,196          | 25,705           |
| Business trip expenses                           | 85,429           | 16,912           |
| Materials  | 52,347           | 18,360           |
| Bank charges                                     | 33,405           | 20,902           |
| Depreciation of property, plant and equipment    | 28,391           | 19,787           |
| Training costs                                   | 28,615           | 8,320            |
| Bad debt provision                               | 865              | 16,475           |
| Other administrative and selling expenses        | 222,565          | 132,380          |
| <b>Total administrative and selling expenses</b> | <b>2,798,336</b> | <b>1,606,741</b> |

Personnel costs include obligatory social and pension payments in the amount of RR 68,832 thousand (2007: RR 70,786 thousand).

## 26 Financial expenses, net

|                                   | 2008             | 2007             |
|-----------------------------------|------------------|------------------|
| Interest income                   | 46,182           | 4,190            |
| Interest expenses                 | (848,437)        | (184,553)        |
| Interest expense on lease         | (46,739)         | (12,526)         |
| Effect of discounting             | (77,506)         | 26,106           |
| <b>Total finance expense, net</b> | <b>(926,500)</b> | <b>(166,783)</b> |

The Group capitalized borrowing costs on financing activity directly attributable to exploration and evaluation of uranium fields in amount of RR 48,603 thousand (2007: RR 7,400 thousand). Capitalization rate applied is 10% (2007: 6%).

## 27 Income tax expense

Income tax expense recorded in the income statement comprises the following:

|  | 2008           | 2007             |
|--|----------------|------------------|
| Current income tax expense             | (307,088)      | (291,133)        |
| Deferred income tax benefit            | 302,251        | 86,171           |
| <b>Income tax expense for the year</b> | <b>(4,837)</b> | <b>(204,962)</b> |

**Notes to the combined and consolidated financial statements for the year ended 31 December 2008**  
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A reconciliation between the estimated and the actual taxation charge is provided below:

|   | 2008           | 2007             |
|---|----------------|------------------|
| <b>Profit before tax</b>                                      | <b>294,037</b> | <b>462,350</b>   |
| Theoretical tax charge at statutory rate of 24%               | (70,569)       | (110,964)        |
| Tax effect of non-deductible expenses and non-taxable income: |                |                  |
| Tax effect of income which is not taxable                     | 78,040         | 9,999            |
| Tax effect of expenses which are not deductible               | (169,436)      | (103,997)        |
| Effect of income tax rate change                              | 157,128        | -                |
| <b>Total income tax expense</b>                               | <b>(4,837)</b> | <b>(204,962)</b> |

In November 2008 a law was enacted on the reduction of the profit tax rate in the Russian Federation from 24% to 20% starting from 1 January 2009. The above effect of the income tax rate change represents the effect of applying a reduced tax rate of 20% to the deferred tax balances as at 31 December 2008.

**Deferred tax assets comprise the following:**

|   | 1 January<br>2007 | Charged to<br>profit or loss | 31<br>December<br>r 2007 | Charged to<br>profit or loss | 31<br>December<br>2008 |
|---|-------------------|------------------------------|--------------------------|------------------------------|------------------------|
| Accounts receivable                     | 9,139             | 18,040                       | 27,179                   | 9,068                        | 36,247                 |
| Retirement obligations                  | 52,603            | 24,405                       | 77,008                   | 15,799                       | 92,807                 |
| Property, plant and equipment           | 16,313            | 3,543                        | 19,856                   | 34,239                       | 54,095                 |
| Inventories                             | 7,497             | 17,405                       | 24,902                   | 32,802                       | 57,704                 |
| Environmental provision                 | 67,563            | 10,310                       | 77,873                   | (4,707)                      | 73,166                 |
| Short-term borrowings                   | 998               | 8,480                        | 9,478                    | 37,373                       | 46,851                 |
| Non-current liabilities                 | 2,180             | 4,292                        | 6,472                    | 22,452                       | 28,924                 |
| Accounts payable                        | 8,824             | 22,349                       | 31,173                   | (734)                        | 30,439                 |
| Other assets                            | 8,728             | 1,295                        | 10,023                   | 2,365                        | 12,388                 |
| Tax losses carried forward              | -                 | 863                          | 863                      | 265                          | 1,128                  |
| <b>Gross deferred income tax assets</b> | <b>173,845</b>    | <b>110,982</b>               | <b>284,827</b>           | <b>148,922</b>               | <b>433,749</b>         |

In the context of the Group's current structure, tax losses and current tax assets of some of the Group companies may not be offset against current tax liabilities and taxable profits of other Group companies and, accordingly, taxes may accrue even where there is a consolidated tax loss. Therefore, deferred tax assets and liabilities are offset only when they are identified with the same taxpayer.

The tax effect from movements in temporary differences for the year ended 31 December 2008 is as follows:



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**Deferred tax liabilities:**

|  | 1 January<br>2007  | Charged to<br>profit or<br>loss | 31 December<br>2007 | Charged to<br>profit or loss | Business<br>combination | 31<br>December<br>2008 |
|--|--------------------|---------------------------------|---------------------|------------------------------|-------------------------|------------------------|
| Property, plant and equipment              | (1,333,436)        | 10,186                          | (1,323,250)         | 146,818                      | (30,962)                | (1,207,394)            |
| Intangible assets                          | -                  | (63)                            | (63)                | (2,730)                      | (68,721)                | (71,514)               |
| Inventories                                | (584)              | (97)                            | (681)               | (14,641)                     | -                       | (15,322)               |
| Other non-current liabilities              | (41,068)           | -                               | (41,068)            | 6,845                        | -                       | (34,223)               |
| Exploration and evaluation assets          | -                  | (2,016)                         | (2,016)             | (11,911)                     | -                       | (13,927)               |
| Other liabilities                          | (30,263)           | (32,821)                        | (63,084)            | 28,948                       | -                       | (34,136)               |
| <b>Gross deferred income tax liability</b> | <b>(1,405,351)</b> | <b>(24,811)</b>                 | <b>(1,430,162)</b>  | <b>153,329</b>               | <b>(99,683)</b>         | <b>(1,376,516)</b>     |
| <b>Net deferred income tax liability</b>   | <b>(1,231,506)</b> | <b>86,171</b>                   | <b>(1,145,335)</b>  | <b>302,251</b>               | <b>(99,683)</b>         | <b>(942,767)</b>       |

The Group did not recognise potential deferred tax assets on tax loss carryforwards as at 31 December 2008 in the amount of RR 59,026 thousand, as there is no certainty that the amount of tax losses carried forward will be offset in the future.

The Group did not recognise differed tax liability on taxable temporary differences in the amount of RR 176,365 thousand (2007: RR 179,933 thousand), related to investments in subsidiaries, as the Group is able to control the timing of these temporary differences and does not intend to realize them in the foreseeable future.

In the combined and consolidated balance sheet deferred income taxes as at 31 December 2008 and 31 December 2007 are presented on a net basis by the consolidated enterprise, whereas in this note the deferred income tax is shown on a gross basis by type of temporary differences. Application of this approach to the disclosure of deferred income taxes resulted in a discrepancy between the balances of deferred income tax presented in the combined and consolidated balance sheet and disclosed in this note. However, the effect on the combined and consolidated statement of income and the net position in the balance sheet are same.

## 28 First-time adoption of International Financial Reporting Standards

The Group prepared combined and consolidated annual financial statements in accordance with IFRS for the first time. The date of transition to IFRS is 1 January 2007. Subject to certain exceptions, IFRS 1 requires to apply retrospectively the version of IFRS standards and interpretations that were valid on 31 December 2006. This version was used in the preparation of the opening combined and consolidated balance sheet as at 1 January 2007 and during the subsequent periods up to the reporting date of the first combined and consolidated financial statements under IFRS. In the preparation of these combined and consolidated financial statements the Group has applied the mandatory exemptions and the following voluntary exemptions, given the retrospective application:

- (a) **The use of fair value as the deemed cost.** As at 1 January 2007, the Group made a decision to measure some items of property, plant and equipment and construction in progress at fair value. As a result, the carrying value of property, plant and equipment and construction in progress, calculated in accordance with the Russian legislation, increased by RR 5,848,116 thousand and amounted to RR 10,225,761 thousand in accordance with IFRS as at 1 January 2007, the date of the Group's transition to IFRS.
- (b) **Accumulated translation differences.** The cumulative translation differences as at 1 January 2007 are deemed to be zero. This exemption was applied to all subsidiaries in accordance with IFRS 1.

## 29 Contingencies, commitments and operating risks

**Legal proceedings.** From time to time and in the normal course of business, claims against the Group may be received. On the basis of its own estimates and both internal and external professional advice, management is of the opinion that no material losses will be incurred in respect of claims in excess of the provision currently recorded in these combined and consolidated financial statements.

The Group is a defendant to various judicial actions with third parties as at 31 December 2008 and 31 December 2007. The provision was not made, as management believes that a possibility of material losses is remote.

**Tax legislation.** Russian tax and customs legislation is subject to varying interpretations, and changes, which can occur frequently. Interpretation of the Group's management of such legislation applicable to its transactions and activity may be challenged by the relevant authorities.

The Russian tax authorities may be taking a more assertive position in their interpretation of the tax legislation and assessments, and it is possible that transactions and activities that have not been challenged in the past may be challenged. In October 2006, the Supreme Arbitration Court issued guidance to lower courts on reviewing tax cases providing a systemic roadmap for anti-avoidance claims, and it is possible that this will significantly increase the level and frequency of scrutiny by tax authorities.

As a result, significant additional taxes, penalties and interest may be assessed. Fiscal periods remain open to review by the authorities in respect of taxes for three calendar years preceding the year of review. Under certain circumstances reviews may cover longer periods.

Russian transfer pricing legislation, effective, since 1 January 1999 provides the possibility for tax authorities to make transfer pricing adjustments and impose additional tax liabilities in respect of all controllable transactions, provided that the transaction price differs from the market price by more than 20%.

Controllable transactions include transactions with interdependent parties, as determined under the Russian Tax Code, all cross-border transactions (irrespective whether performed between related or unrelated parties), transactions where the price applied by a taxpayer differs by more than 20% from the price applied in similar transactions by the same taxpayer within a short period of time, and barter transactions. There is no formal guidance as to how these rules should be applied in practice. In the past, the arbitration court practice with this respect has been contradictory.

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Tax liabilities arising from intercompany transactions are determined using actual transaction prices. It is possible with the evolution of the interpretation of the transfer pricing rules in the Russian Federation and the changes in the approach of the Russian tax authorities, that such transfer prices could potentially be challenged in the future.

Given the brief nature of the current Russian transfer pricing rules, the impact of their application cannot be reliably estimated; however, it may be significant to the financial condition and/or the overall operations of the entity.

The Russian tax legislation does not provide definitive and final rules and principles in certain areas. From time to time, the Group adopts interpretations of such uncertain tax areas that reduce the overall tax rate of the Group. As noted above, such tax positions may come under heightened scrutiny as a result of recent developments in administrative and court practices. The impact of any challenge by the tax authorities cannot be reliably estimated. However, it may be significant to the financial condition and/or the overall operations of the Group.

**Compliance with restrictive covenants.** The Group is subject to certain restrictive covenants related primarily to its borrowings. According to the loan facility agreement with OJSC Gazprombank, OJSC Atomredmetzoloto is obliged to direct cash generated from agreements/contracts with Tenex, OJSC TVEL, foreign special projects for the purchase of raw materials to debt settlement. Non-compliance with such restrictive covenants may result in negative consequences for the Group including growth in the cost of borrowings and default. The Group complies with all restrictive covenants.

**Insurance.** The Group has limited insurance policies with respect to assets, operations, third party liabilities and other insurable risks. Therefore, the Group may be exposed to the risks that were not insured.

**Capital commitments.** As at 31 December 2008, Group has commitments for purchase of fixed assets for the total amount of RR 1,115,452 thousand (2007: RR 104,123 thousand). The Group's management believes that future net income and funding will be sufficient to cover these and similar commitments.

**Assets pledged and restricted.** As at 31 December 2008 and 31 December 2007, the Group has the following assets pledged as collateral:

|  | 2008             | 2007             |
|--|------------------|------------------|
| Property, plant and equipment                  | 465,448          | -                |
| Inventory                                      | -                | 2,036,815        |
| Securities                                     | 75,560           | -                |
| Property rights (revenue under sales contract) | 5,321,218        | -                |
| <b>Total assets pledged and restricted</b>     | <b>5,862,226</b> | <b>2,036,815</b> |

### 30 Financial instruments and financial risk factors

The risk management function within the Group is carried out in respect of financial risks (credit, geographic, currency, liquidity and interest rate), operational and legal risks. The primary objective of the financial risk management function is to establish risk limits, and then ensure that exposure to risks stays within these limits. The operational and legal risk management functions are intended to ensure proper functioning of internal policies and procedures of the Group to minimise these risks.

**Credit risk.** The Group takes on exposure to credit risk, which is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation. Exposure to credit risk arises as a result of the Group's sale of products on credit terms and other transactions with counterparties giving rise to financial assets.

The Group's maximum exposure to credit risk by class of assets includes the following:

|   | Note | 31 December 2008 | 31 December 2007 |
|---|------|------------------|------------------|
| <b>Other non-current assets</b>                 |      |                  |                  |
| - Other assets                                  | 12   | 23,348           | -                |
| <b>Other short-term financial investments</b>   |      |                  |                  |
| - Loans at amortised cost                       | 15   | 259,998          | -                |
| - Bank promissory notes at amortised cost       | 15   | 255,670          | 247,533          |
| <b>Accounts receivable</b>                      |      |                  |                  |
| - Trade accounts receivable                     | 16   | 1,207,106        | 881,176          |
| - Other financial accounts receivable           | 16   | 284,989          | 42,116           |
| <b>Cash and cash equivalents</b>                |      |                  |                  |
| - Current accounts with banks                   | 16   | 2,373,389        | 2,107,436        |
| - Term deposits with banks (less than 3 months) | 16   | 14,043           | 60,050           |
| - Restricted cash                               | 16   | 47,097           | 11,363           |
| - Cash on hand                                  | 16   | 425              | 307              |
| <hr/>   |      |                  |                  |
| <b>Total maximum credit risk</b>                |      | <b>4,466,065</b> | <b>3,349,981</b> |

Although settlement of receivables is exposed to economic factors the management believes that there is no significant risk of losses exceeding the provision for impairment of receivables made by the Group.

It is the policy of the Group to work only with solvent clients and continually monitor transactions exposed to credit risk. The Group's management conducts ageing analysis of trade receivables and follows up past due balances.

Cash is deposited with financial institutions with minimum default risk at the moment of account opening. Credit quality of cash and cash equivalents is disclosed in Note 18. As at 31 December 2008, 90% of cash is deposited with OJSC Nomos-Bank (31 December 2008: 92%) which causes the concentration of credit risk within the Group.

The Group does not have significant credit risk arising from trade accounts receivable as primary buyers of the Group's products represent companies of Rosatom.

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The Group does not have significant credit risk arising from issued loans and promissory notes as the majority of loans is issued to associated companies with good credit history.

No collateral is provided to the benefit of the Group.

**Market risk**

The Group takes on exposure to market risks. Market risks arise from open positions in (a) foreign currency, (b) interest-bearing assets and liabilities and (c) equity investments, all of which are exposed to general and specific market movements. Management sets limits on the value of risk that may be accepted, which is monitored on a daily basis. However, the use of this approach does not prevent losses outside of these limits in the event of more significant market movements.

**Currency risk**

In respect of currency risk, management sets limits on the level of exposure by currency and in total, which are monitored on a monthly basis. The table below presents currency exchange rate risk for the Group as at reporting date:

|                    | 31 December 2008                |                                      |                                  | 31 December 2007                |                                      |                                  |
|--------------------|---------------------------------|--------------------------------------|----------------------------------|---------------------------------|--------------------------------------|----------------------------------|
|                    | Monetary<br>financial<br>assets | Monetary<br>financial<br>liabilities | Net balance<br>sheet<br>position | Monetary<br>financial<br>assets | Monetary<br>financial<br>liabilities | Net balance<br>sheet<br>position |
| Russian<br>Roubles | 3,168,253                       | 3,390,104                            | (221,851)                        | 3,343,809                       | 6,056,241                            | (2,712,432)                      |
| US<br>Dollars      | 1,271,931                       | 11,777,882                           | (10,505,951)                     | 6,085                           | 1,681,404                            | (1,675,319)                      |
| Other              | 25,881                          | 21,153                               | 4,728                            | 87                              | 43,099                               | (43,012)                         |
| <b>Total</b>       | <b>4,466,065</b>                | <b>15,189,139</b>                    | <b>(10,723,074)</b>              | <b>3,349,981</b>                | <b>7,780,744</b>                     | <b>(4,430,763)</b>               |

If the US Dollar had appreciated by 10% against Russian Roubles as at 31 December 2008, the additional loss of the Group would be RR 1,050,595 thousand. The Group applies the following methods to manage the currency risk:

- raising loans in Russian Roubles;
- formation of foreign currency assets;
- fixing sales prices in foreign currency;
- localization of foreign exchange risks in the parent company of the Group.

**Interest rate risk.** The Group takes on exposure to the effects of fluctuations in market interest rates on its financial position and cash flows.

The Group issued loans and obtained borrowings at fixed interest rates. The Group does not have a policy of hedging interest rate risk.

**Liquidity risk.** Reasonable liquidity risk management includes maintaining certain level of adequacy of cash and liquid securities. Most of financial liabilities of the Group are short-term.

The table below presents analysis of the Group's liabilities by maturity.

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The outstanding amounts in the table represent contractual undiscounted cash flows.

|                            | Less<br>than 1 year | From 1<br>to 2 years | From 2<br>to 3 years | Over<br>3 years |
|----------------------------|---------------------|----------------------|----------------------|-----------------|
| <b>At 31 December 2008</b> |                     |                      |                      |                 |
| Borrowings                 | 10,790,786          | 2,906,651            | 160,680              | 169,058         |
| Finance lease              | 290,329             | 114,931              | 57,466               | 9,758           |
| Accounts payable           | 1,329,904           | -                    | -                    | -               |
| <b>At 31 December 2007</b> |                     |                      |                      |                 |
| Borrowings                 | 2,952,419           | 2,303,952            | 2,345,146            | -               |
| Finance lease              | 53,182              | 22,357               | 11,179               | 11,476          |
| Accounts payable           | 1,217,684           | -                    | -                    | -               |

The Group did not have unused credit lines as at 31 December 2008 and 31 December 2007.

To manage liquidity risk the Group applies the policy to retain financial assets, for which there is an active market and which can be readily converted to maintain liquidity through:

- planning of and control over expenditures and cash flows;
- fixed terms of payments stipulated by contracts.

### **31 Management of capital**

The Group's objectives when managing capital are to assure the Group's ability to continue as a going concern in order to sustain return on capital for the shareholders and benefits for other interested parties, and maintain optimal capital structure to reduce its cost. To maintain or regulate capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Total capital of the Group is calculated as equity plus debt (short-term and long-term borrowings). As at 31 December 2008, the amount of capital totalled RR 26,571,903 thousand (31 December 2007: RR 16,670,282 thousand). The optimal capital structure is achieved through effective proportion of debt and equity financing to reduce the risks.

The Russian law sets the following capital requirements:

- Share capital shall not be less than 1,000 minimum monthly wages as at the date of entity registration;
- If share capital exceeds the entity's net assets, the entity shall decrease its share capital down to the amount that does not exceed its net assets;
- If the minimal authorised share capital exceeds the entity's net assets, such entity shall be liquidated.

As at 31 December 2008 and 31 December 2007, OJSC Atomredmetzoloto the Group's parent company, met the above mentioned capital requirements.

### **32 Fair value of financial instruments**

The fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by an active quoted market price.

The estimated fair values of financial instruments were determined by the Group using available market information, where it exists, and appropriate valuation methodologies. However, judgement is necessarily required to interpret market data to determine the estimated fair value. The Russian Federation continues to display some characteristics of an emerging market and economic conditions continue to limit the volume of activity in the financial markets. Market quotations may be outdated or reflect distress sale transactions and therefore not represent fair values of financial instruments. Management has used all available market information in estimating the fair value of financial instruments.

***Financial assets carried at amortised cost.*** The fair value of placement of floating rate instruments is normally their carrying amount. The estimated fair value of fixed interest rate instruments is based on estimated future cash flows discounted at current interest rates for new instruments with similar credit risk and remaining maturity. Discount rates used depend on credit risk of the counterparty.

The carrying value of financial accounts receivable approximates their fair value. Refer to Note 15 regarding the estimated fair value of finance lease receivable.

***Financial liabilities carried at amortised cost.*** The estimated fair value of fixed interest rate instruments with stated maturity is based on expected cash flows discounted at current interest rates for new instruments with similar credit risk and remaining maturity.

The fair value of liabilities repayable on demand or after a notice period (demandable liabilities) is estimated as the amount payable on demand, discounted from the first date that the amount could be required to be paid. (Refer to Note 18 for estimated fair value of borrowings). Carrying value of accounts payable approximates fair value.

### **33 Subsequent events**

***Changes in the charter.*** On 20 January 2009, the Company approved the change in the charter. In accordance with the new charter the Company can additionally place ordinary registered non-documentary shares in the amount of 17,000,000,000 with the nominal value of RR 1.

***Additional issue of shares.*** On 30 July 2009 OJSC Atomredmetzoloto received RR 16,898 million from State corporation Rosatom as the first tranche paid for the additional issue of shares of OJSC Atomredmetzoloto in implementation of Directive No. 909-p dated 11 July 2009 of the Government of the Russian Federation on subsidizing the State corporation Rosatom from Federal budget in the amount of RR 50 billion for the purchase of shares of OJSC Atomredmetzoloto.

The amount of 4,256,649,874 ordinary shares was issued to the State corporation Rosatom under the first tranche, in the course of which the State corporation Rosatom became the owner of the controlling interest in OJSC Atomredmetzoloto.

**Acquisition of assets in Kazakhstan.** On 23 January 2009 OJSC Atomredmetzoloto signed an asset purchase agreement with Effective Energy N.V., owning 50% of share capital of TOO Karatau and 25% of share capital of AO Joint Venture Akbastau. TOO Karatau and AO Joint Venture Akbastau develop areas # 2 and 1,3,4 respectively in the Budenovskoe field. The total purchase consideration was US Dollar 470,000 thousand (RR 15,415,577 thousand at the transaction date), paid in cash.

**Transaction with Uranium One.** In June 2009 the Group sold 50% shares of Karatau limited partnership to Uranium One in exchange for 16.6% shares of Uranium one and US Dollar 90,000 thousand in cash. In 2010-2012 Uranium One can make additional payment of US Dollar 60,000 thousand (in 3 equal tranches) subject to achievement of the target financial results.

**Loan facility with OJSC Gazprombank.** The Company entered into a credit facility agreement with OJSC Gazprombank in the amount of US Dollar 470,000 thousand for the purpose of acquisition of 100% shares of Effective Energy N.V. (Netherlands). The interest rate is 14% p.a. The maturity date is 1 October 2011. The shares of Effective Energy N.V. were pledged under the loan facility.

**Early redemption of bonds issued by LLC Dalur-Finance.** On 17 February 2009 LLC Dalur-Finance redeemed all its bonds at their nominal value amounting to RR 520,000 thousand under the public offering.

**Foundation of Vostok Power Resources Limited.** On 5 August 2009 OJSC Atomredmetzoloto established a subsidiary Vostok Power Resource Limited located in Great Britain for the purpose of international projects realization, implementation of instructions from OJSC Atomredmetzoloto on provision of non-budget financing of uranium mining projects, and cooperation with potential investors and international consultants.

The share capital of the company is GBP 214,200 thousand (RR 11,272 thousand at the date of transaction).

**Acquisition of LLC Shchekotovo.** On 1 April 2009 LLC Unified service company ARMZ acquired a 98% interest in the share capital of LLC Shchekotovo from OJSC Techsnabexport. The purchase consideration was RR 126,061 thousand.

On 1 April 2009 LLC Unified service company ARMZ acquired 1% in the share capital of LLC Shchekotovo from LLC Kraun. The purchase consideration was of RR 1,211 thousand.



# **EXHIBIT 10**

**to**

## **Notice of Change of Control and Ownership Information**

### **Biographical information on ARMZ's current Senior Management Team and Board Members**

**ARMZ OFFICERS**  
**JSC “ATOMREDMETZOLOTO”**

Vadim Zhivov: General Director

Tigran Khachaturov: First Deputy General Director

Alexander Boytsov: Deputy General Director

Ilya Yampolskiy: Deputy General Director

Andrey Kudryavcev: Deputy General Director, Chief Engineer

Igor Zhilkin: Director of Finance

Anna Pozdeeva: Chief Accountant

Olga Kudoyarova: Commercial Director

Natalya Seduykh: Deputy General Director, Chief of Staff

Vladimir Servetnik: Managing Director for Domestic Projects

Marina Liborakina: Deputy Director General, Director for Strategic Development

**VADIM ZHIVOV**  
General Director

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Fax: +7 (495) 508 88 10

Email: [zhivov@armz.ru](mailto:zhivov@armz.ru)

**WORK EXPERIENCE:**

General Director, JSC "Atomredmetzoloto", November 2007 - Present

President, MTB Canada Ltd, 1991- 2006

First Deputy General Director, JSC "Techsnabexport", 2006 - 2007

Vice-President, CJSC "Kapitel", 2004 - 2006

Deputy General Director of Corporate Development, JSC "Gazprommedia", 2003 - 2004

First Deputy General Director, JSC "Telekompanya NTV", 2003 - 2004

General Director, LLC "Vados", 1999 - 2003

**EDUCATION:**

B.S., Moscow Power Engineering Institute, Engineering & Optics, 1985

**TIGRAN KHACHATUROV**  
First Deputy General Director

Tel: +7 (495) 508-88-02

Fax: +7 (495) 508-88-10

Email: [HTG@armz.ru](mailto:HTG@armz.ru)

**WORK EXPERIENCE:**

First Deputy General Director, JSC “Atomredmetzoloto”, August 2007 - Present

First Deputy General Director, JSC “Techsnabexport”, April 2004 - August 2007

Deputy General Director, Finance, JSC “Techsnabexport”, January 2003 - April 2004

Head of Financial Department, JSC “Techsnabexport”, June 2002 - January 2003

Head of Department of Internal Control and Audit, JSC “Techsnabexport”, April 2002 - June 2002

Head of Division of Financial Analysis and Planning, Federal State Unitary Enterprise “Delivery Goods Enterprise of Administrative Affairs Office of the Russian President”, June 2001 - March 2002

Head of Financial and Analytic Division, Federal State Unitary Enterprise “Delivery Goods Enterprise of Administrative Affairs Office of the Russian President”, September 2000 - June 2001

**EDUCATION:**

B.A, Russian Economic Academy n.a. G.V. Plekhanov, Economics, 2000

**ALEXANDER BOYTSOV**  
Deputy General Director

Phone: +7 (495) 508-88-03

Fax: + 7 ( 495 ) 508-88-10

Email: [boytsov@armz.ru](mailto:boytsov@armz.ru)

**WORK EXPERIENCE:**

Deputy General Director, JSC "Atomredmetzoloto", April 2009 - Present

Head of Department, JSC "Atomredmetzoloto", August 2007 - April 2009

Head of Department, JSC "Techsnabexport", February 2006 - August 2007

Head of Division, JSC "TVEL", December 2001 - February 2006

Leading research scientist, Federal State Unitary Enterprise "All-Russian Research Institute of Chemical Technology", November 1990 - December 2001

**EDUCATION:**

PhD, Geology & Mineralogy, All-Russian Research Institute of Chemical Technologies, 1984

B.S., Moscow Institute of Geological Studies, Geology and Exploration, 1977

**ILYA YAMPOLISKIY**  
Deputy General Director

Tel: +7 (495) 508-88-04  
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Email: ilya@armz.ru

**WORK EXPERIENCE:**

Deputy General Director, JSC "Atomredmetzoloto", February 2008 - Present

Deputy General Director, Development, JSC "Atomredmetzoloto", July 2007 - February 2008

Deputy General Director, Corporative Management and Legal Matters, JSC "Techsnabexport", July 2004 - July 2007

Head of Legal Department, JSC "Techsnabexport", May 2002 - July 2004

Deputy Head of Legal Department, JSC "Techsnabexport", February 2002 - May 2002

Chief Legal Officer, Federal State Unitary Enterprise "Delivery Goods Enterprise of Administrative Affairs Office of the Russian President", December 2000 - February 2002

Counsellor of General Director, Federal State Unitary Enterprise "Delivery Goods Enterprise of Administrative Affairs Office of the Russian President", September 2000 - December 2000

Leading Legal Counsel, LLC Law Firm "Adviser", January 2000 - August 2000

Leading Legal Counsel, LLC "BC Development & Consulting", April 1999 - December 1999

**EDUCATION:**

B.A., Saint-Petersburg State University, Law, 2000

PhD, Saint-Petersburg State University, Law, 2005

**ANDREY KUDRYAVCEV**  
Deputy General Director, Chief Engineer

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Email: [Kudryavtsev.a.v@armz.ru](mailto:Kudryavtsev.a.v@armz.ru)

**WORK EXPERIENCE:**

Deputy General Director – Chief Engineer, JSC “Atomredmetzoloto”, June 2009 - Present

Deputy General Director – Director of Production, JSC “Atomredmetzoloto”, April 2009 - June 2009

Deputy General Director – Chief Engineer, JSC “Atomredmetzoloto”, September 2008 - April 2009

Technical Officer, JSC “Atomredmetzoloto”, May 2008 - September 2008

Deputy Chief Engineer on Mining Work, JSC “Atomredmetzoloto”, August 2007 - May 2008

Deputy Chief Engineer on Mining Work, JSC “Techsnabexport”, May 2007 - July 2007

Deputy General Director, Capital Construction, Federal State Unitary Enterprise “Mining and Chemical Combine”, November 2003 - January 2007

Head of Division, Construction and Assembling Management, LLC “CMU – 803”, October 2002 - November 2003

Head of Division, Construction and Assembling Management, LLC “CMU – 102”, January 2002 - September 2002

General Director, LLC “CMU – 102”, December 2001 - January 2002

Deputy Director, LLC “CMU – 102”, January 1999 - December 2001

**EDUCATION:**

B.S., Krasnoyarsk Institute of Non-Ferrous Metals n. a. M.Kalinin, Mining Engineering, 1985

**IGOR ZHILKIN**  
Director of Finance

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**WORK EXPERIENCE:**

Director of Finance, JSC "Atomredmetzoloto", August 2007 - Present

Head of Department, Economics and Planning, JSC "Techsnabexport", September 2005-  
August 2007

Deputy Head of Department, Investment Management, JSC "Techsnabexport", July  
2004- September 2005

Deputy Head of Department, Project Management, JSC "Techsnabexport", September  
2003 - July 2004

Director, Nonprofit Partnership "Povolzhskiy Antikrizisniy Institute", October 2001-  
August 2003

General Director, LLC "Delovoy Centr", April 1999 - September 2001

Executive Director, LLC "Delovoy Centr", February 1999 - April 1999

**EDUCATION:**

B.S., Kazan Aviation Institute n.a. A. N. Tupolev, Mechanical Engineering, 1993

M.B.A., Academy of National Economy under the Government of the Russian  
Federation, 2000



**ANNA POZDEEVA**  
Chief Accountant

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**WORK EXPERIENCE:**

Chief Accountant, JSC "Atomredmetzoloto", August 2007 - Present

Deputy Chief Accountant, Head of Department, JSC "Techsnabexport", July 2002 - August 2007

Chief Accountant, Financial Director, LLC "Novoe podvorie", April 1999 - July 2002

**EDUCATION:**

B.S., Moscow Institute of International Business, Economics & Engineering, 2001

M.S., Moscow Aviation Institute (State University of Aerospace Technologies),  
International Business Economics, 2007

**OLGA KUDOYAROVA**  
Commercial Director

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**WORK EXPERIENCE:**

Commercial Director, JSC "Atomredmetzoloto", November 2007 - Present

Head of Marketing Department, JSC "Techsnabexport", January 2007 - October 2007

Deputy Head of Department, Asia and Africa, JSC "Techsnabexport", June 2003 - January 2007

Direction Leader, JSC "Techsnabexport", October 2002 - June 2003

Chief Expert, JSC "Techsnabexport", November 1999 - October 2002

Senior Expert, JSC "Techsnabexport", November 1992 - November 1999

**EDUCATION:**

B.A., Moscow State University, Institute of Asian and African Studies, International Economic Relations, 1977

**NATALYA SEDUYKH**  
Deputy General Director, Chief of Staff

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Fax: + 7 (495) 508-88-10

**WORK EXPERIENCE:**

Deputy General Director, Chief of Staff, JSC "Atomredmetzoloto", June 2010 - Present

Deputy General Director for Personnel, CJSC LUKOIL-Neftekhim, 2008 - 2010

Various Management Positions, Motorola, Coca-Cola, 36.6 Drugstore Chain, Alfa-Bank, Promsvyazbank, 1994 - 2008

**EDUCATION:**

B.A., Moscow State Linguistic University, Foreign Languages

University of Austin, Communications

M.A., Patris Lumumba Moscow State People's Friendship University, Personnel Management

**VLADIMIR SERVETNIK**  
Managing Director for Domestic Projects

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**WORK EXPERIENCE:**

Managing Director for Domestic Projects, JSC "Atomredmetzoloto", 2007 - Present

Deputy Director General, First Deputy Director, Feedstock Supply Department, JSC  
TENEX, 2005 - 2007

Deputy Director General for Economics, Siberian Chemical Works, 2002 - 2005

Various Management Positions in Banking, 1996 - 2002

**EDUCATION:**

B.S., Moscow Institute of Physical Engineering

**MARINA LIBORAKINA**

Deputy Director, Director for Strategic Development

Tel: +7 (495) 508-88-08

Fax: + 7 (495) 508-88-10

**WORK EXPERIENCE:**

Deputy Director Genral, Director for Strategic Development, JSC "Atomredmetzoloto",  
January 2010 - Present

Chief of Directorate, State Corporation "Rosatom", 2008 - 2009

RAO UES, 2005 - 2008

Honorary Workers of the Unified Energy System of Russia

**EDUCATION:**

PhD, Moscow Institute of Management, Economics, 1983

B.S., Moscow Institute of Management, Economics and Engineering, *cum laude*

**BOARD OF DIRECTORS**  
**JSC "ATOMREDMETZOLOTO"**

Alexander Lokshin, Chairman of the Board

Vadim Zhivov

Vladislav Korogdin

Yuri Olenin

Vladimir Travin

## **ALEXANDER LOKSHIN**

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### **WORK EXPERIENCE:**

Deputy Director General, Rosatom State Corporation, June 2008 - Present

First Deputy Director General, RosEnergoAtom Concern, 2006 - 2008

Director, Smolensk Nuclear Power Station, 2001 - 2006

First Deputy Director for Marketing, Economics, and Commerce, RosEnergoAtom, 1998 - 2001

Chief of Information & Analysis, RosEnergoAtom, 1996 - 1998

Engineer & Chief Engineer, Smolensk Nuclear Power Station, 1980 -1996

### **EDUCATION:**

B.S., Leningrad Kalinin Institute of Polytechnics, Thermo-Physics, 1980

## **VADIM ZHIVOV**

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### **WORK EXPERIENCE:**

General Director, JSC "Atomredmetzoloto", November 2007 - Present

President, MTB Canada Ltd, 1991- 2006

First Deputy General Director, JSC "Techsnabexport", 2006- 2007

Vice-President, CJSC "Kapitel", 2004 - 2006

Deputy General Director of Corporate Development, JSC "Gazprommedia", 2003 - 2004

First Deputy General Director, JSC "Telekompanya NTV", 2003 - 2004

General Director, LLC "Vados", 1999 - 2003

### **EDUCATION:**

B.S., Moscow Power Engineering Institute, Engineering & Optics, 1985



## **VLADISLAV KOROGODIN**

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### **WORK EXPERIENCE:**

Director, Department of Marketing and Markets, JSC “Atomenergoprom”, 2007 - Present

Deputy Chief, Directorate of Nuclear Power and Nuclear Fuel Cycle, Rosatom, 2007

Deputy Chief, Directorate of Nuclear Materials Industry, Federal Atomic Energy Agency, 2004 -2007

Head of Department, JSC “Techsnabexport”, 1999 - 2004

Deputy Head of Department, CJSC “Konversbank”, 1997 - 1999

### **EDUCATION:**

B.S., Moscow Institute of Physics & Technology, Applied Mathematics & Physics, 1992

## **YURI OLENIN**

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### **WORK EXPERIENCE:**

First Vice President, President, TVEL, 2007 - Present

Director General, Spart Industrial Amalgamation, 2004 - 2007

Director & Chief Designer, NIKIRET Scientific Research and Constructive Institute of Radioelectronic Techniques, 2001 - 2004

Deputy General Director of SNPO "Eleron", 1993 - 2001

### **EDUCATION:**

B.S., Erevan Marx Institute of Polytechnics, Radio-Engineering, 1976

B.A., Penza National Technical University, Law, 1996

PhD., State Commission for academic Degrees and Titles, Moscow, Engineering, 2006

## **VLADIMIR TRAVIN**

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### **WORK EXPERIENCE:**

Director, Atomenergoprom, 2007 - Present

Deputy Head, Rosatom State Corporation, 2006 - 2007

Councilor, Rosatom State Corporation, 2005 - 2006

Director General, Arzamas Experimental Corporation, 2005 - 2005

Director General, Region Invest Consult Povolzhie, 2001- 2005

First Deputy Chairman of the Board, JSC "Social Commercial Bank "Garantya" 2000

Director, Strategic Development and External Economic Relations, CJSC AKB  
"Sarovbiznesbank", 1999 - 2000

### **EDUCATION:**

B.S., Moscow Institute of Physics & Technology, Experimental Nuclear Physics, 1983

**EXHIBIT 11**

**to**

**Notice of Change of Control  
and Ownership Information**

**ARMZ Charter**

APPROVED  
by the extraordinary general shareholders  
meeting of the Open Joint Stock Company  
Atomredmetzoloto, minutes No. 1 dated  
January 20, 2009

# **CHARTER**

OPEN JOINT-STOCK COMPANY

# **ATOMREDMETZOLOTO**

(as amended on January 20, 2009)

2009

## **1. General Provisions**

1.1. Open Joint Stock Company Atomredmetzoloto (the "Company") was formed in accordance with the Decree of the President of the Russian Federation dated July 01, 1992 No. 721 On Organizational Measures to Transform the State Enterprises, Voluntary Associations of State Enterprises into Joint Stock Companies.

The Company was formed pursuant to the order of the State Committee of the Russian Federation for State Property Management dated December 14, 1994 No. 2881r through transformation of the State Concern Atomredmetzoloto into an open joint stock company Atomredmetzoloto.

1.2. The Company conducts its business in compliance with the Civil Code of the Russian Federation, Federal Law dated December 26, 1995 No. 208-FZ On Joint Stock Companies, Federal Law dated February 05, 2007 No. 13-FZ On Specific Features of Management and Disposal of the Property and Shares of Entities Operating in the Area of Nuclear Power Use and on Amendment of Certain Legislative Acts of the Russian Federation, Decree of the President of the Russian Federation dated April 27, 2007 No. 556 On Restructuring of the Nuclear Power Industry Complex of the Russian Federation, other regulatory acts of the Russian Federation and this Charter.

1.3. The Company was established for an unlimited period of time.

## **2. Name and Registered Office of the Company**

2.1. Full name of the Company:

- in Russian – Open Joint Stock Company Atomredmetzoloto.
- in English – Joint Stock Company Atomredmetzoloto.

Abbreviated name of the Company:

- in Russian – OAO Atomredmetzoloto.
- in English – JSC Atomredmetzoloto.

2.2. The Company has its registered office at: Russian Federation, 109004, Moscow, Bolshoy Drovyanoy per., 22.

## **3. Legal Status of the Company**

3.1. The Company is a legal entity and owns separate property recorded on its separate balance sheet.

3.2. The Company may in its own name acquire and exercise property and personal non-property rights, assume liabilities, act as plaintiff and defendant in a court of law.

3.3. The Company may in accordance with the applicable procedure open bank accounts in and outside the Russian Federation.

3.4. The Company has a round seal bearing its full name in Russian and

indicating its registered address, and may have stamps and letterheads with its name, logo, trade mark registered in accordance with the established procedure, and other means of visual identification.

3.5. The Company is liable for its obligations with all of its property against which execution may be levied pursuant to the laws of the Russian Federation subject to peculiarities provided under the Federal Law dated February 05, 2007 No. 13-FZ On Specific Features of Management and Disposal of the Property and Shares of Entities Operating in the Area of Nuclear Power Use and on Amendment of Certain Legislative Acts of the Russian Federation.

3.6. The Company is not liable for the obligations of its shareholders. The shareholders are not liable for the Company's obligations and bear the risk of loss relating to the Company's business to the extent of the value of their shares, except for cases set forth under the laws.

3.7. The government and the governmental bodies are not liable for the Company's obligations and the Company is not liable for the obligations of the government and the governmental bodies.

3.8. The Company shall make the civil defense and mobilization arrangements in accordance with the laws of the Russian Federation.

3.9. The Company shall conduct work and take measures related to the use of information which qualifies as a state secret, provided that the Company performs its duty to procure protection of such information in accordance with the applicable laws.

3.10. The Company may be wound up through a reorganization or liquidation which shall be effected pursuant to a resolution of the General Shareholders Meeting or a court order. A decision on reorganization or liquidation of the Company shall contain the terms and indicate the place of storage of the Company's archive documents, including those which contain information which qualifies as a state secret. Upon termination of operations involving information which qualifies as a state secret, the Company shall procure for safe-keeping of such information and media containing the same through development and implementation of a data protection system, ensuring secrecy treatment and countering engineering intelligence, security, fire safety and other measures.

#### **4. Purpose and Activities of the Company**

4.1. The main purpose of the Company is to earn profit.

4.2. The key types of the Company's operations are the following:

- conducting geophysical operations, exploration and mining of mineral resources, including minerals containing nuclear materials and radioactive substances;
- operations in the area of exploration, mining and processing of rare-

earth, auriferous, diamondiferous and other nonferrous metal ores;

- operation, upgrade, repairs and decommissioning of nuclear plants, radiation sources, nuclear materials and radioactive substances storage sites, radioactive waste storage sites;

- design, deployment, construction of nuclear facilities, radiation sources, nuclear materials and radioactive substances storage sites, radioactive waste storage sites;

- organization to the extent of its competence of activities designed to prevent nuclear terrorism threats and illegal trade in nuclear materials and radioactive substances, and illegal proliferation of nuclear technologies;

- ensuring security and physical protection of nuclear and radiation hazard facilities, nuclear materials and radioactive substances (including during shipment of the same), nuclear facilities and nuclear materials and radioactive substances storage sites, radioactive waste storage sites;

- maintaining to the extent of its competence records and control over nuclear materials, radioactive substances and radioactive waste in accordance with the procedure established by the Government of the Russian Federation;

- processing of nuclear and radioactive materials, handling of products of their processing and ionizing radiation sources;

- handling of nuclear materials, radiation sources and radioactive substances during transportation of the same;

- implementation of new technologies and developments in the area of nuclear power use;

- performance of work to secure industrial safety, prevent and liquidate fires, other accidents and emergency situations at the Company's facilities, including reclamation work and rescue operations;

- processing of phosphoric ores for production of high quality fertilizers and feed supplements;

- manufacturing of machine building, instrument engineering products, marketing of finished products;

- development and implementation of special-purpose programs and projects involving construction of facilities intended for storage of radioactive waste;

- coordination and performance of work designed to reclaim the sites and mothballing of tailing dumps of the former ore mining enterprises;

- setting up the uranium mining enterprises, precious and nonferrous metals mining enterprises;

- acting as a client for the purposes of radioactive contamination site reclamation programs;

- organization of mine sinking, mining, stripping, production and drilling operations;

- acting as a client for the purposes of creation of pilot facilities for burial of radioactive wastes;



- organization of consumer goods production and marketing;
- engaging in operations with foreign currency, precious metals and other valuables pursuant to the applicable laws;
- performance of production, survey, research and development, implementation, commercial and agency activities, and operations with securities, property, real estate and wholesale and retail trade operations;
- agency, consulting, marketing activities, other types of activities, including foreign economic activities, export and import operations, performance of work and provision of services of scientific, scientific and technical, informational, project and commercial nature on a contractual basis;
- storage and use of industrial explosive materials;
- operation of mining facilities and sites;
- performance of underground survey operations;
- transportation of special cargo and passengers using motor vehicles;
- handling of radioactive waste, including in connection with its disposal;
- environmental monitoring and reclamation of radiation contamination facilities and sites;
- handling hazardous waste;
- ensuring protection of information representing state and commercial secrets;
- performance of geodetic survey related activities;
- performance of the work involving operation of chemically hazardous and explosion hazardous production facilities;
- conducting surveys, designing and construction of responsibility level I and II buildings and structures.

4.3. The Company may conduct any types of business which are not prohibited by the laws of the Russian Federation. The Company shall have the right to carry out certain types of activities, the list of which is determined by the laws of the Russian Federation, only on the basis of a special permission (license). The Company may only carry out any activity requiring a license once such license has been obtained or for a period of time provided therein and shall cease to carry out the same upon expiration of the license term, unless otherwise provided under the laws of the Russian Federation.

## **5. Branches and Representative Offices of the Company. Subsidiaries and Affiliates**

5.1. The Company may in accordance with the established procedure establish branches and open representative offices both inside and outside the Russian Federation.

The Company may establish branches and open representative offices outside the Russian Federation in accordance with the laws of the foreign jurisdiction where the branches and representative offices are located, unless

otherwise provided by an international treaty to which the Russian Federation is a party.

5.2. Branches and representative offices of the Company shall conduct their business on behalf of the Company. The Company shall be responsible for the operations of its branches and representative offices.

5.3. Branches and representative offices shall act on the basis of the regulations to be approved by the Board of Directors of the Company.

Heads of branches and representative offices shall be appointed by the General Director of the Company and act under powers of attorney issued by the Company.

5.4. Branches and representative offices shall not be separate legal entities. The Company shall provide property to its branches and representative offices which shall be recorded on both their separate balance sheets, and the Company's balance sheet.

5.5. As of the date of approval of this Charter, the Company does not have any branches or representative offices.

5.6. The Company may have subsidiaries and affiliates with the rights of a legal entity in the Russian Federation established in accordance with the laws of the Russian Federation, and outside the Russian Federation – in accordance with the laws of the foreign jurisdiction where the subsidiary or affiliate is located, unless otherwise provided by an international treaty to which the Russian Federation is a party.

## **6. Charter Capital of the Company**

6.1. The Company's charter capital is comprised of the nominal value of the Company's shares acquired by its shareholders.

The Company's charter capital is RUR 3,956,039,897 (three billion nine hundred fifty-six million thirty-nine thousand eight hundred ninety-seven Rubles).

The Company has issued 3,956,039,897 (three billion nine hundred fifty-six million thirty-nine thousand eight hundred ninety-seven) ordinary registered shares with a nominal value of RUR 1 (one Ruble) per share.

All shares of the Company have been issued as uncertificated shares.

In addition to ordinary registered uncertificated shares issued earlier the Company may issue 17,000,000,000 (seventeen billion) ordinary registered uncertificated shares with a nominal value of RUR 1 (one Ruble) per share (authorized shares). Upon issuance the authorized ordinary shares shall give the shareholders the same scope of rights as the rights attaching to the outstanding shares.

6.2. The Company's charter capital may be increased in accordance with the procedure set forth by the applicable laws of the Russian Federation and this Charter, in the following ways:

- by way of an increase of the nominal value of the outstanding shares;
- by way of issuance of additional shares to the extent of the authorized shares.

The number of the authorized shares, their category, type and the nominal value are determined by the General Shareholders Meeting.

6.3. A decision to increase the charter capital of the Company shall be made by the General Shareholders Meeting.

6.4. The Company's charter capital may be decreased in accordance with the procedure set forth by the applicable laws of the Russian Federation and this Charter, in the following ways:

- by way of a decrease of the nominal value of the outstanding shares;
- by way of a purchase and redemption of a portion of outstanding shares with a view to decreasing their total number.

6.5. A decision to decrease the charter capital of the Company is made by the General Shareholders Meeting.

6.6. The Company shall be required to decrease its charter capital to the amount which does not exceed its net asset value if after the end of the second and each subsequent fiscal year pursuant to the annual balance sheet submitted for approval by the Company's shareholders or pursuant to the results of an audit, the Company's net asset value proves to be lower than its charter capital. In such case the Company's charter capital shall be decreased only through a decrease of the nominal value of its outstanding shares.

6.7. Within 30 days from the date on which a decision to decrease the Company's charter capital is made the Company shall notify its creditors in writing of the decrease of its charter capital and the new amount thereof, and shall publish an announcement on the decision made in a printed media intended for the publication of information on state registration of legal entities.

## **7. Funds and Net Assets of the Company**

7.1. The Company shall have a reserve fund in the amount of 5 percent of the Company's charter capital. The reserve fund of the Company shall be formed through mandatory annual contributions. The amount of annual contributions shall be 5 percent of the net profits until the fund reaches the amount established by the Company's Charter.

The intended use of the Company's reserve fund is to cover its losses and to redeem the Company's bonds and purchase the Company's shares in the event no other funds are available. The reserve fund may not be used for any other purposes.

7.2. The Company may establish other special-purpose funds in accordance with the applicable laws.

7.3. The list of funds, the procedure of formation and use thereof are determined by the Company's Board of Directors.

7.4. The Company's net asset value is determined by reference to the accounting data in accordance with the procedure established by the Ministry of Finance of the Russian Federation and the federal executive authority for the securities market.

## **8. Dividends**

8.1. The Company may on the basis of the results of the first quarter, first six months, nine months of the fiscal year and/or the fiscal year results make decisions to distribute dividends (declare dividend distribution) on the outstanding shares, unless otherwise provided by the Federal Joint Stock Companies Law. A decision to distribute dividends (declaration of dividend distribution) on the basis of the results of the first quarter, first six months, nine months of the fiscal year may be made within three months upon the end of the relevant period.

8.2. A decision to distribute dividends (declaration of dividend distribution), including decision on the amount of dividends, the procedure, form and timeline of payment thereof, is made by the General Shareholders Meeting. The amount of dividends may not exceed the amount recommended by the Board of Directors.

The dividends shall be paid within sixty (60) days from the date of the decision (declaration) on payment of dividends.

8.3. The dividends shall be paid in cash out of the Company's net profit.

## **9. Rights of the Shareholders**

9.1 The shareholders – owners of the ordinary shares of the Company shall have the right to:

- 1) participate in the General Shareholders Meeting with the right to vote on all matters within its competence;
- 2) receive dividends in accordance with the procedure set forth by the applicable laws and this Charter;
- 3) receive property of the Company in the event of the Company's liquidation;
- 4) receive from the Company's registrar the information provided for under the applicable laws of the Russian Federation;
- 5) receive access to the documents set forth in Article 17 hereof free of charge and receive copies of such documents for a fee;
- 6) exercise other rights set forth by the applicable laws of the Russian Federation and this Charter.

## **10. Register of Owners of Registered Securities of the Company**

10.1. The Company procures for maintenance and safekeeping of the register of owners of the Company's securities pursuant to the requirements of the applicable laws of the Russian Federation.

10.2. The Company may, pursuant to a decision of the Board of Directors, delegate keeping of the register of owners of registered securities to a professional participant of the securities market whose business is to maintain registers of owners of registered securities.

## **11. Management and Supervisory Bodies of the Company**

11.1. The Company has the following management bodies:

- General Shareholders Meeting;
- Board of Directors;
- General Director (sole executive body).

11.2. The Company's body for financial and operating control is the Audit Commission.

## **12. General Shareholders Meeting**

12.1. The supreme management body of the Company is the General Shareholders Meeting.

The following matters shall fall within the competence of the General Shareholders Meeting:

1) amendment and modification of the Charter or approval of the Charter as amended;

2) reorganization of the Company;

3) liquidation of the Company, appointment of the liquidation commission, approval of the interim and final liquidation balance sheets;

4) determination of the number of the members of the Company's Board of Directors, election of the members to the Board of Directors and early termination of their powers;

5) determination of the number, nominal value, category (type) of the authorized shares and rights attaching to such shares;

6) increase of the Company's charter capital by way of an increase of the nominal value of the shares or issuance of additional shares;

7) decrease of the Company's charter capital by way of a decrease of the nominal value of the shares, by way of a purchase by the Company of a portion of outstanding shares with a view to decreasing their total number, and by way of redemption of the shares the Company purchased or bought out;

8) election and early termination of powers of the sole executive body of the Company;

9) election of the members to Audit Commission of the Company and early termination of their powers;

10) approval of the Company's auditor;

11) payment (declaration) of dividends on the basis of the results of the first quarter, first six months, nine months of the fiscal year;

12) approval of annual reports, annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company, and distribution of profits (including payment (declaration) of dividends, except for the profit distributed as dividends on the basis of the results of the first quarter, first six months, nine months of the fiscal year) and losses of the Company on the basis of the fiscal year results;

13) determination of the procedure of holding the General Shareholders Meeting;

14) election of the members to the counting commission and early termination of their powers;

15) split and consolidation of the Company's shares;

16) making decisions to approve the interested party transactions in cases set forth by the Federal Joint Stock Companies Law;

17) making decisions to approve major transactions in cases set forth by the Federal Joint Stock Companies Law;

18) purchase by the Company of its outstanding shares in cases set forth by the Federal Joint Stock Companies Law;

19) adoption of decisions on participation in financial and industrial groups, associations and other unions of business entities;

20) approval of internal documents governing the activities of the Company's bodies;

21) decisions on other matters set forth by the Federal Joint Stock Companies Law;

12.2. Matters referred to the competence of the General Shareholders Meeting may not be delegated for consideration to the Board of Directors or the executive body of the Company.

The General Shareholders Meeting may not consider and pass resolutions on matters which pursuant to the Federal Joint Stock Companies Law are not referred to its competence.

12.3. A decision of the General Shareholders Meeting on a matter put to voting shall be made by a majority vote of the shareholders – owners of the Company's voting shares participating in the meeting, unless the Federal Joint Stock Companies Law and the Company's Charter provide otherwise.

Decisions on matters set forth in sub-clauses 1 - 3, 5 and 18 of clause 12.1 hereof shall be made by the General Shareholders Meeting by a three-fourths majority vote of the shareholders – owners of the voting shares participating in the General Shareholders Meeting, unless the Federal Joint Stock Companies Law provides otherwise.

Decisions on matters set forth in sub-clauses 2, 6, 15-20 of clause 12.1 hereof shall be made by the General Shareholders Meeting pursuant to a proposal of the Board of Directors or the General Director of the Company.

12.4. A resolution of the General Shareholders Meeting may be adopted without a meeting (joint attendance of the shareholders to discuss the agenda items and act on matters put to voting) by absentee vote.

Resolutions may be passed by an absentee vote, unless the Federal Joint Stock Companies Law, the Charter and the Company's internal regulations provide for a difference decision-making procedure for such matters.

12.5. The General Shareholders Meeting is validly constituted (has a quorum) if the shareholders owning in the aggregate more than half of the votes attaching to the outstanding voting shares of the Company (their proxies) participate in the meeting.

12.6. The Company shall conduct the annual General Shareholders Meeting once a year no earlier than in two (2) months and no later than in 6 months after the end of the fiscal year.

The annual General Shareholders Meeting shall attend to matters of election of the Board of Directors, the Audit Commission, approval of the Company's auditor, approval of the annual reports, annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company, and distribution of profits (including payment (declaration) of dividends, except for the profit distributed as dividends on the basis of the results of the first quarter, first six months, nine months of the fiscal year) and losses of the Company on the basis of the fiscal year results.

The annual General Shareholders Meeting may consider other matters referred to the competence of the General Shareholders Meeting.

12.7. Any meetings held in addition to the annual General Shareholders Meeting shall be extraordinary.

12.8. An extraordinary General Shareholders Meeting may be conducted pursuant to a decision of the Company's Board of Directors made at its own initiative, a demand by the Audit Commission, the Company's auditor or a shareholder(s) that own(s) at least 10% of the Company's voting shares as of the date of the relevant demand.

12.9. The General Shareholders Meeting shall be convened, prepared and conducted in accordance with the procedure and within the timeline set forth by the Federal Joint Stock Companies Law, other regulations of the Russian Federation, this Charter and the Company's internal regulations.

12.10. A notice of a proposed General Shareholders Meeting shall be given to each person specified in the list of persons entitled to participate in the General Shareholders Meeting, by registered mail or shall be delivered personally to each of such persons against confirmation of receipt within the period set forth by the laws of the Russian Federation.

The Company may provide additional information to the shareholders

regarding a General Shareholders Meeting to be conducted by giving them a written notice thereof by e-mail or by fax.

### **13. Board of Directors**

13.1. The Company's Board of Directors shall effect general management of the Company's operations.

The Board of Directors of the Company shall consist of five (5) members.

13.2. The competence of the Board of Directors shall include the following matters:

- 1) determining the priority areas of the Company's business;
- 2) convocation of the annual and extraordinary General Shareholders Meetings, except as provided in clause 8 of Article 55 of the Federal Joint Stock Companies Law;
- 3) approval of the agenda of the General Shareholders Meeting;
- 4) determination of the date as of which the list of persons entitled to participate in the General Shareholders Meeting is prepared, and other matters referred to the competence of the Company's Board of Directors pursuant to the provisions of Chapter VII of the Federal Joint Stock Companies Law and pertaining to the preparation and conducting of the General Shareholders Meeting;
- 5) preliminary approval of the annual report, annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company;
- 6) making recommendations concerning distribution of the Company's profits, including recommendations concerning the amount of dividends on the Company's shares and the payment procedure thereof, and the Company's losses;
- 7) determination of the price (appraisal) of the property, offering and redemption price of the securities in cases set forth by the Federal Joint Stock Companies Law;
- 8) use of the reserve fund in accordance with the procedure set forth by the Federal Joint Stock Companies Law and other funds of the Company;
- 9) formation of special-purpose and other funds of the Company;
- 10) determination of the fees of the Company's auditor and the terms of an agreement with the auditor;
- 11) recommendations concerning the candidates to be elected as the Company's auditor at the annual General Shareholders Meeting;
- 12) recommendations concerning the size of the remuneration paid and reimbursement provided to the members of the Audit Commission (Internal Auditor);
- 13) approval of decisions to issue securities, the securities prospectus, report on the results of issuance of securities;



14) issuance by the Company of bonds and other securities, except for the bonds convertible into ordinary shares and other securities convertible into ordinary shares;

15) approval of the internal documents of the Company, except for the internal documents which pursuant to the Federal Joint Stock Companies Law require approval by the General Shareholders Meeting, and other internal documents of the Company which pursuant to this Charter require approval of the sole executive body of the Company;

16) establishment and liquidation of the Company's branches, opening and winding up of the Company's representative offices, approval of the regulations on branches and representative offices of the Company;

17) making amendments to the Company's Charter related to establishment and liquidation of the Company's branches, opening and winding up of the Company's representative offices;

18) approval of major transactions in cases set forth in Chapter X of the Federal Joint Stock Companies Law and approval of transactions (including a series of related transaction) involving acquisition, disposal of, encumbrance, transfer of rights to use or a proposed disposal of, encumbrance, transfer of rights to use any real property;

19) approval of interested party transactions in cases set forth by the Federal Joint Stock Companies Law;

20) making decisions on participation in and withdrawal by the Company from other entities (except for entities specified in sub-clause 19 of clause 12.1 hereof);

21) approval of the Company's registrar, terms of the agreement with the registrar and termination of such agreement;

22) making decisions to suspend the powers of the sole executive body – the General Director;

23) making decisions to form a temporary sole executive body of the Company where the powers of the General Director are suspended or the General Director is unable to perform his duties for any reasons and on conducting an extraordinary general shareholders meeting to pass a resolution on early termination of the sole executive body and on formation of a new executive body of the Company;

24) making decisions authorizing the General Director of the Company to hold offices with the management bodies of other entities;

25) approval of annual plans, budgets and operating estimates of the Company and reports of performance thereof, the targets of the financial and business activities of the Company, and the salary fund of the Company;

26) making decisions to conduct an extraordinary internal audit or and extraordinary audit of the Company, including a decision concerning the relevant costs to be covered by the Company;

27) formation of the Board of Directors committees and approval of regulations of the same;

28) election of the Chairman of the Board of Directors and early termination of his/her powers;

29) election of the secretary of the Board of Directors and early termination of his/her powers;

30) approval of the Company's organizational structure and amendment thereof upon recommendation of the General Director.

13.3. The Board of Directors may consider other matters of the Company's operations which pursuant to this Charter and the Federal Joint Stock Companies Law are referred to the competence of the Board of Directors.

Matters referred to the competence of the Board of Directors may not be delegated for consideration to the General Director.

13.4. For the purposes of passing resolutions at the meetings each member of the Board of Directors shall have one vote. In the event of a tie in the Board of Directors the Chairman of the Board of Directors shall have a casting vote.

A member of the Board of Directors may not transfer his/her vote to another person, including to another member of the Board of Directors.

The Board of Directors may pass resolutions by an absentee vote.

For the purposes of establishing a quorum and the voting results, a written opinion of a member of the Board of Directors absent from the Board of Directors meeting on the agenda items shall be taken into account.

13.5. The meeting of the Board of Directors is valid (has a quorum) if the same is attended by at least a half of its members. If there is no quorum to conduct the meeting of the Board of Directors, the meeting shall not be conducted and may be postponed to a later date.

Decisions on all matters within the competence of the Board of Directors shall be made by a simple majority vote of the Board members attending the meeting, except for cases set forth in the Federal Joint Stock Companies Law.

13.6. The members of the Board of Directors are elected by the General Shareholders Meeting to serve until the next annual General Shareholders Meeting.

13.7. The General Shareholders Meeting may make a decision on early termination of the powers of the Board of Directors. A decision on early termination of the powers of the Board of Directors may be made only with respect to all members of the Board of Directors simultaneously.

13.8. The Chairman of the Board of Directors is elected by the Board members from among the Board members by a majority vote of the total number of the elected Board members. The Board of Directors may at any time re-elect its Chairman.

13.9. The Chairman of the Board of Directors shall organize the work of the Board of Directors. The procedure of convocation and conducting

the meetings of the Board of Directors and the absentee voting decision making procedure shall be determined by the Board Regulations of the Company.

13.10. Pursuant to a decision of the General Shareholders Meeting the members of the Board of Directors may receive remuneration during their term in office and/or receive a reimbursement for expenses associated with performance of their duties as Board members of the Company. The amount of such remuneration and reimbursement is established by a decision of the General Shareholders Meeting.

#### **14. General Director**

14.1. The General Director shall be the sole executive body of the Company managing its day-to-day operations.

The General Director reports to the Board of Directors and the General Shareholders Meeting of the Company.

14.2. The General Director arranges the implementation of decisions made by the General Shareholders Meeting (the sole shareholder) and the Board of Directors of the Company.

The authority of the General Director includes all issues relating to the management of Company's day-to-day operations, except for those falling within the authority of the General Shareholders Meeting or the Board of Directors.

14.3. The General Director shall:

- 1) act on behalf of the Company without a power of attorney, and represent the Company in the Russian Federation and abroad;
- 2) manages the day-to-day operations of the Company;
- 3) manage Company's assets within the limits established by this Charter and the applicable laws;
- 4) consummate transactions on Company's behalf in accordance with the procedure set forth by the applicable laws and this Charter;
- 5) issue powers of attorney on behalf of the Company;
- 6) approve the headcount of the Company, its branches and representative offices;
- 7) submit the Company's organizational structure and amendment thereto to the Board of Directors for approval;
- 8) issue orders and give instructions binding on all employees of the Company;
- 9) enter into labor contracts with Company's employees, provide incentives and apply sanctions, and exercise other rights and obligations of the Company as employer;
- 10) open bank accounts of the Company;
- 11) arrange the accounting and reporting in the Company;
- 12) approve the internal regulations of the Company directly related to the

exercise by the General Director of his powers as set forth by this Charter and his employment agreement;

13) make arrangements for protection of state secrets and the technical protection of information pursuant to the regulatory acts of the Russian Federation, and be responsible for safekeeping of state secrets in the Company;

14) appoint an acting General Director from among his/her deputies while being temporarily out of the office (vacation, business trip, sick leave);

15) take other actions required to attain the Company's objectives and assure its normal operations pursuant to the applicable laws and this Charter.

14.4. The General Director is elected by the General Shareholders Meeting.

14.5. The General Director is appointed for a term of five (5) years.

14.6. If the authority of the General Director is suspended or the General Director is incapable of performing his/her duties, the Board of Directors will by its decision appoint a provisional sole executive body to operate pending election of the new General Director.

14.7. Rights and duties of the General Director in respect of the management of the Company's day-to-day operations are governed by the applicable laws and the agreement to be entered into with the General Director. The Chairman of the Board of Directors executes such agreement for and on behalf of the Company.

14.8. The person acting as the General Director may combine his/her office and the positions in the management bodies of other entities only upon permission of the Board of Directors.

## **15. Audit Commission**

15.1. The Audit Commission exercises control over financial and business activity of the Company and, in particular, confirms that the information in the annual report and the annual accounting statements of the Company is correct.

15.2. The Audit Commission shall consist of at least three (3) persons.

15.3. Members of the Audit Commission are elected each year by the annual General Shareholders Meeting.

15.4. The term of office of the Audit Commission members shall start to run upon their election by the General Shareholders Meeting and end upon election of the new Audit Commission by the next annual General Shareholders Meeting.

15.5. Members of the Audit Commission may not concurrently be on the Board of Directors or hold other positions with the Company's management bodies.

15.6. The competence of the Audit Commission shall include:

1) election of the Audit Commission chairman and his/her early termination;

2) assessment of reliability of information included in the annual financial reports of the Company, annual accounting statements and other reports and other financial documents of the Company;

3) review (audit) of the activities and documents of the Company in terms of their compliance with the applicable laws, this Charter and other regulations of the Company;

4) based on the results of reviews (audits) provision of information on violations of book-keeping and financial reporting rules established by the legal acts of the Russian Federation, and on violations of the legal acts of the Russian Federation, this Charter and Company's regulations in the course of Company's financial and economic activities;

5) review (audit) of Company's financial and business activities based on Company's performance for the year (annual audit);

6) review (audit) at any time of the financial and business activities of the Company (extraordinary audits) at its own discretion, on the basis of decisions by the General Shareholders Meeting, the Board of Directors or the request of the shareholder(s) owning in the aggregate at least 10% of the Company's voting shares;

7) other activities associated with the audit of Company's financial and business activity.

15.7. The report on the annual review (audit) must be delivered by the Audit Commission to the General Director and the Board of Directors within 4 months upon the end of the fiscal year.

15.8. Upon request of the Audit Commission persons holding positions with the Company's management bodies are obliged to provide documents relating to Company's financial and business activities.

15.9. The Audit Commission may engage experts and advisors at the expense of the Company.

15.10. The General Shareholders Meeting may establish remuneration for members of the Audit Commission while they perform their duties and/or provide for reimbursement for expenses associated with their duties. The amount of such remuneration and reimbursement is established by the General Shareholders Meeting.

15.11. The operational procedures, rights and obligations of the Audit Commission members will be established by the Company's Audit Commission Regulations approved by the General Shareholders Meeting.

## **16. Auditor**

16.1. The Company's auditor is approved by the General Shareholders Meeting and reviews the financial and business activities of the Company on the basis of a contract entered into with it and the regulatory acts of the Russian Federation.

16.2. The auditor of the Company may not have common financial interests with the Company or its shareholders.

16.3. The fee of the Company's auditor and the terms of its contract will be determined by the Board of Directors.

## **17. Company Information**

17.1. The Company shall keep the following documents:

- the Charter, properly registered amendments and modifications to the Charter, the decision to establish the Company and the Company's certificate of state registration;
- documents confirming the Company's rights to the property accounted for on its balance sheet;
- Company's formation agreement;
- regulations on branches and representative offices;
- Company internal documents;
- annual reports;
- accounting documents;
- accounting reports;
- minutes of the General Shareholders Meetings (resolutions of the Company's sole shareholder), minutes of the meetings of the Board of Directors and the Audit Commission;
- voting ballots and powers of attorney (copies thereof) to participate in the General Shareholders Meeting;
- independent surveyors' reports;
- lists of the Company's affiliates;
- reports prepared by the Company's Audit Commission (internal auditor), auditor, state and municipal bodies of financial control;
- quarterly reports of the issuer and other documents containing information which must be published or otherwise disclosed by operation of the Federal Joint Stock Companies Law and other federal laws;
- other documents required under the applicable laws of the Russian Federation.

17.2. The Company shall keep the documents, as specified in clause 17.1. herein above, at the place where its sole executive body is located.

17.3. Information on the Company is provided to the Company's shareholders and other persons pursuant to the procedure set forth by the Federal Joint Stock Companies Law and this Charter.

## **18. Miscellaneous**

18.1. All matters which are not specifically addressed herein shall be governed by the relevant provisions of the laws of the Russian

Federation.

18.2. If any provision of this Charter conflicts the laws of the Russian Federation, the provisions of the Russian laws shall apply.

APPROVED  
by the extraordinary general shareholders  
meeting of the Open Joint Stock Company  
Atomredmetzoloto, minutes No. 1 dated  
January 20, 2009

# **CHARTER**

OPEN JOINT-STOCK COMPANY

# **ATOMREDMETZOLOTO**

(as amended on January 20, 2009)

2009



## **1. General Provisions**

1.1. Open Joint Stock Company Atomredmetzoloto (the "Company") was formed in accordance with the Decree of the President of the Russian Federation dated July 01, 1992 No. 721 On Organizational Measures to Transform the State Enterprises, Voluntary Associations of State Enterprises into Joint Stock Companies.

The Company was formed pursuant to the order of the State Committee of the Russian Federation for State Property Management dated December 14, 1994 No. 2881r through transformation of the State Concern Atomredmetzoloto into an open joint stock company Atomredmetzoloto.

1.2. The Company conducts its business in compliance with the Civil Code of the Russian Federation, Federal Law dated December 26, 1995 No. 208-FZ On Joint Stock Companies, Federal Law dated February 05, 2007 No. 13-FZ On Specific Features of Management and Disposal of the Property and Shares of Entities Operating in the Area of Nuclear Power Use and on Amendment of Certain Legislative Acts of the Russian Federation, Decree of the President of the Russian Federation dated April 27, 2007 No. 556 On Restructuring of the Nuclear Power Industry Complex of the Russian Federation, other regulatory acts of the Russian Federation and this Charter.

1.3. The Company was established for an unlimited period of time.

## **2. Name and Registered Office of the Company**

2.1. Full name of the Company:

- in Russian – Open Joint Stock Company Atomredmetzoloto.
- in English – Joint Stock Company Atomredmetzoloto.

Abbreviated name of the Company:

- in Russian – OAO Atomredmetzoloto.
- in English – JSC Atomredmetzoloto.

2.2. The Company has its registered office at: Russian Federation, 109004, Moscow, Bolshoy Drovyanoy per., 22.

## **3. Legal Status of the Company**

3.1. The Company is a legal entity and owns separate property recorded on its separate balance sheet.

3.2. The Company may in its own name acquire and exercise property and personal non-property rights, assume liabilities, act as plaintiff and defendant in a court of law.

3.3. The Company may in accordance with the applicable procedure open bank accounts in and outside the Russian Federation.

3.4. The Company has a round seal bearing its full name in Russian and

indicating its registered address, and may have stamps and letterheads with its name, logo, trade mark registered in accordance with the established procedure, and other means of visual identification.

3.5. The Company is liable for its obligations with all of its property against which execution may be levied pursuant to the laws of the Russian Federation subject to peculiarities provided under the Federal Law dated February 05, 2007 No. 13-FZ On Specific Features of Management and Disposal of the Property and Shares of Entities Operating in the Area of Nuclear Power Use and on Amendment of Certain Legislative Acts of the Russian Federation.

3.6. The Company is not liable for the obligations of its shareholders. The shareholders are not liable for the Company's obligations and bear the risk of loss relating to the Company's business to the extent of the value of their shares, except for cases set forth under the laws.

3.7. The government and the governmental bodies are not liable for the Company's obligations and the Company is not liable for the obligations of the government and the governmental bodies.

3.8. The Company shall make the civil defense and mobilization arrangements in accordance with the laws of the Russian Federation.

3.9. The Company shall conduct work and take measures related to the use of information which qualifies as a state secret, provided that the Company performs its duty to procure protection of such information in accordance with the applicable laws.

3.10. The Company may be wound up through a reorganization or liquidation which shall be effected pursuant to a resolution of the General Shareholders Meeting or a court order. A decision on reorganization or liquidation of the Company shall contain the terms and indicate the place of storage of the Company's archive documents, including those which contain information which qualifies as a state secret. Upon termination of operations involving information which qualifies as a state secret, the Company shall procure for safe-keeping of such information and media containing the same through development and implementation of a data protection system, ensuring secrecy treatment and countering engineering intelligence, security, fire safety and other measures.

#### **4. Purpose and Activities of the Company**

4.1. The main purpose of the Company is to earn profit.

4.2. The key types of the Company's operations are the following:

- conducting geophysical operations, exploration and mining of mineral resources, including minerals containing nuclear materials and radioactive substances;
- operations in the area of exploration, mining and processing of rare-

earth, auriferous, diamondiferous and other nonferrous metal ores;

- operation, upgrade, repairs and decommissioning of nuclear plants, radiation sources, nuclear materials and radioactive substances storage sites, radioactive waste storage sites;

- design, deployment, construction of nuclear facilities, radiation sources, nuclear materials and radioactive substances storage sites, radioactive waste storage sites;

- organization to the extent of its competence of activities designed to prevent nuclear terrorism threats and illegal trade in nuclear materials and radioactive substances, and illegal proliferation of nuclear technologies;

- ensuring security and physical protection of nuclear and radiation hazard facilities, nuclear materials and radioactive substances (including during shipment of the same), nuclear facilities and nuclear materials and radioactive substances storage sites, radioactive waste storage sites;

- maintaining to the extent of its competence records and control over nuclear materials, radioactive substances and radioactive waste in accordance with the procedure established by the Government of the Russian Federation;

- processing of nuclear and radioactive materials, handling of products of their processing and ionizing radiation sources;

- handling of nuclear materials, radiation sources and radioactive substances during transportation of the same;

- implementation of new technologies and developments in the area of nuclear power use;

- performance of work to secure industrial safety, prevent and liquidate fires, other accidents and emergency situations at the Company's facilities, including reclamation work and rescue operations;

- processing of phosphoric ores for production of high quality fertilizers and feed supplements;

- manufacturing of machine building, instrument engineering products, marketing of finished products;

- development and implementation of special-purpose programs and projects involving construction of facilities intended for storage of radioactive waste;

- coordination and performance of work designed to reclaim the sites and mothballing of tailing dumps of the former ore mining enterprises;

- setting up the uranium mining enterprises, precious and nonferrous metals mining enterprises;

- acting as a client for the purposes of radioactive contamination site reclamation programs;

- organization of mine sinking, mining, stripping, production and drilling operations;

- acting as a client for the purposes of creation of pilot facilities for burial of radioactive wastes;

- organization of consumer goods production and marketing;
- engaging in operations with foreign currency, precious metals and other valuables pursuant to the applicable laws;
- performance of production, survey, research and development, implementation, commercial and agency activities, and operations with securities, property, real estate and wholesale and retail trade operations;
- agency, consulting, marketing activities, other types of activities, including foreign economic activities, export and import operations, performance of work and provision of services of scientific, scientific and technical, informational, project and commercial nature on a contractual basis;
- storage and use of industrial explosive materials;
- operation of mining facilities and sites;
- performance of underground survey operations;
- transportation of special cargo and passengers using motor vehicles;
- handling of radioactive waste, including in connection with its disposal;
- environmental monitoring and reclamation of radiation contamination facilities and sites;
- handling hazardous waste;
- ensuring protection of information representing state and commercial secrets;
- performance of geodetic survey related activities;
- performance of the work involving operation of chemically hazardous and explosion hazardous production facilities;
- conducting surveys, designing and construction of responsibility level I and II buildings and structures.

4.3. The Company may conduct any types of business which are not prohibited by the laws of the Russian Federation. The Company shall have the right to carry out certain types of activities, the list of which is determined by the laws of the Russian Federation, only on the basis of a special permission (license). The Company may only carry out any activity requiring a license once such license has been obtained or for a period of time provided therein and shall cease to carry out the same upon expiration of the license term, unless otherwise provided under the laws of the Russian Federation.

## **5. Branches and Representative Offices of the Company. Subsidiaries and Affiliates**

5.1. The Company may in accordance with the established procedure establish branches and open representative offices both inside and outside the Russian Federation.

The Company may establish branches and open representative offices outside the Russian Federation in accordance with the laws of the foreign jurisdiction where the branches and representative offices are located, unless

otherwise provided by an international treaty to which the Russian Federation is a party.

5.2. Branches and representative offices of the Company shall conduct their business on behalf of the Company. The Company shall be responsible for the operations of its branches and representative offices.

5.3. Branches and representative offices shall act on the basis of the regulations to be approved by the Board of Directors of the Company.

Heads of branches and representative offices shall be appointed by the General Director of the Company and act under powers of attorney issued by the Company.

5.4. Branches and representative offices shall not be separate legal entities. The Company shall provide property to its branches and representative offices which shall be recorded on both their separate balance sheets, and the Company's balance sheet.

5.5. As of the date of approval of this Charter, the Company does not have any branches or representative offices.

5.6. The Company may have subsidiaries and affiliates with the rights of a legal entity in the Russian Federation established in accordance with the laws of the Russian Federation, and outside the Russian Federation – in accordance with the laws of the foreign jurisdiction where the subsidiary or affiliate is located, unless otherwise provided by an international treaty to which the Russian Federation is a party.

## **6. Charter Capital of the Company**

6.1. The Company's charter capital is comprised of the nominal value of the Company's shares acquired by its shareholders.

The Company's charter capital is RUR 3,956,039,897 (three billion nine hundred fifty-six million thirty-nine thousand eight hundred ninety-seven Rubles).

The Company has issued 3,956,039,897 (three billion nine hundred fifty-six million thirty-nine thousand eight hundred ninety-seven) ordinary registered shares with a nominal value of RUR 1 (one Ruble) per share.

All shares of the Company have been issued as uncertificated shares.

In addition to ordinary registered uncertificated shares issued earlier the Company may issue 17,000,000,000 (seventeen billion) ordinary registered uncertificated shares with a nominal value of RUR 1 (one Ruble) per share (authorized shares). Upon issuance the authorized ordinary shares shall give the shareholders the same scope of rights as the rights attaching to the outstanding shares.

6.2. The Company's charter capital may be increased in accordance with the procedure set forth by the applicable laws of the Russian Federation and this Charter, in the following ways:

- by way of an increase of the nominal value of the outstanding shares;
- by way of issuance of additional shares to the extent of the authorized shares.

The number of the authorized shares, their category, type and the nominal value are determined by the General Shareholders Meeting.

6.3. A decision to increase the charter capital of the Company shall be made by the General Shareholders Meeting.

6.4. The Company's charter capital may be decreased in accordance with the procedure set forth by the applicable laws of the Russian Federation and this Charter, in the following ways:

- by way of a decrease of the nominal value of the outstanding shares;
- by way of a purchase and redemption of a portion of outstanding shares with a view to decreasing their total number.

6.5. A decision to decrease the charter capital of the Company is made by the General Shareholders Meeting.

6.6. The Company shall be required to decrease its charter capital to the amount which does not exceed its net asset value if after the end of the second and each subsequent fiscal year pursuant to the annual balance sheet submitted for approval by the Company's shareholders or pursuant to the results of an audit, the Company's net asset value proves to be lower than its charter capital. In such case the Company's charter capital shall be decreased only through a decrease of the nominal value of its outstanding shares.

6.7. Within 30 days from the date on which a decision to decrease the Company's charter capital is made the Company shall notify its creditors in writing of the decrease of its charter capital and the new amount thereof, and shall publish an announcement on the decision made in a printed media intended for the publication of information on state registration of legal entities.

## **7. Funds and Net Assets of the Company**

7.1. The Company shall have a reserve fund in the amount of 5 percent of the Company's charter capital. The reserve fund of the Company shall be formed through mandatory annual contributions. The amount of annual contributions shall be 5 percent of the net profits until the fund reaches the amount established by the Company's Charter.

The intended use of the Company's reserve fund is to cover its losses and to redeem the Company's bonds and purchase the Company's shares in the event no other funds are available. The reserve fund may not be used for any other purposes.

7.2. The Company may establish other special-purpose funds in accordance with the applicable laws.

7.3. The list of funds, the procedure of formation and use thereof are determined by the Company's Board of Directors.

7.4. The Company's net asset value is determined by reference to the accounting data in accordance with the procedure established by the Ministry of Finance of the Russian Federation and the federal executive authority for the securities market.

## **8. Dividends**

8.1. The Company may on the basis of the results of the first quarter, first six months, nine months of the fiscal year and/or the fiscal year results make decisions to distribute dividends (declare dividend distribution) on the outstanding shares, unless otherwise provided by the Federal Joint Stock Companies Law. A decision to distribute dividends (declaration of dividend distribution) on the basis of the results of the first quarter, first six months, nine months of the fiscal year may be made within three months upon the end of the relevant period.

8.2. A decision to distribute dividends (declaration of dividend distribution), including decision on the amount of dividends, the procedure, form and timeline of payment thereof, is made by the General Shareholders Meeting. The amount of dividends may not exceed the amount recommended by the Board of Directors.

The dividends shall be paid within sixty (60) days from the date of the decision (declaration) on payment of dividends.

8.3. The dividends shall be paid in cash out of the Company's net profit.

## **9. Rights of the Shareholders**

9.1 The shareholders – owners of the ordinary shares of the Company shall have the right to:

- 1) participate in the General Shareholders Meeting with the right to vote on all matters within its competence;
- 2) receive dividends in accordance with the procedure set forth by the applicable laws and this Charter;
- 3) receive property of the Company in the event of the Company's liquidation;
- 4) receive from the Company's registrar the information provided for under the applicable laws of the Russian Federation;
- 5) receive access to the documents set forth in Article 17 hereof free of charge and receive copies of such documents for a fee;
- 6) exercise other rights set forth by the applicable laws of the Russian Federation and this Charter.

## **10. Register of Owners of Registered Securities of the Company**

10.1. The Company procures for maintenance and safekeeping of the register of owners of the Company's securities pursuant to the requirements of the applicable laws of the Russian Federation.

10.2. The Company may, pursuant to a decision of the Board of Directors, delegate keeping of the register of owners of registered securities to a professional participant of the securities market whose business is to maintain registers of owners of registered securities.

## **11. Management and Supervisory Bodies of the Company**

11.1. The Company has the following management bodies:

- General Shareholders Meeting;
- Board of Directors;
- General Director (sole executive body).

11.2. The Company's body for financial and operating control is the Audit Commission.

## **12. General Shareholders Meeting**

12.1. The supreme management body of the Company is the General Shareholders Meeting.

The following matters shall fall within the competence of the General Shareholders Meeting:

- 1) amendment and modification of the Charter or approval of the Charter as amended;
- 2) reorganization of the Company;
- 3) liquidation of the Company, appointment of the liquidation commission, approval of the interim and final liquidation balance sheets;
- 4) determination of the number of the members of the Company's Board of Directors, election of the members to the Board of Directors and early termination of their powers;
- 5) determination of the number, nominal value, category (type) of the authorized shares and rights attaching to such shares;
- 6) increase of the Company's charter capital by way of an increase of the nominal value of the shares or issuance of additional shares;
- 7) decrease of the Company's charter capital by way of a decrease of the nominal value of the shares, by way of a purchase by the Company of a portion of outstanding shares with a view to decreasing their total number, and by way of redemption of the shares the Company purchased or bought out;
- 8) election and early termination of powers of the sole executive body of the Company;



9) election of the members to Audit Commission of the Company and early termination of their powers;

10) approval of the Company's auditor;

11) payment (declaration) of dividends on the basis of the results of the first quarter, first six months, nine months of the fiscal year;

12) approval of annual reports, annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company, and distribution of profits (including payment (declaration) of dividends, except for the profit distributed as dividends on the basis of the results of the first quarter, first six months, nine months of the fiscal year) and losses of the Company on the basis of the fiscal year results;

13) determination of the procedure of holding the General Shareholders Meeting;

14) election of the members to the counting commission and early termination of their powers;

15) split and consolidation of the Company's shares;

16) making decisions to approve the interested party transactions in cases set forth by the Federal Joint Stock Companies Law;

17) making decisions to approve major transactions in cases set forth by the Federal Joint Stock Companies Law;

18) purchase by the Company of its outstanding shares in cases set forth by the Federal Joint Stock Companies Law;

19) adoption of decisions on participation in financial and industrial groups, associations and other unions of business entities;

20) approval of internal documents governing the activities of the Company's bodies;

21) decisions on other matters set forth by the Federal Joint Stock Companies Law;

12.2. Matters referred to the competence of the General Shareholders Meeting may not be delegated for consideration to the Board of Directors or the executive body of the Company.

The General Shareholders Meeting may not consider and pass resolutions on matters which pursuant to the Federal Joint Stock Companies Law are not referred to its competence.

12.3. A decision of the General Shareholders Meeting on a matter put to voting shall be made by a majority vote of the shareholders – owners of the Company's voting shares participating in the meeting, unless the Federal Joint Stock Companies Law and the Company's Charter provide otherwise.

Decisions on matters set forth in sub-clauses 1 - 3, 5 and 18 of clause 12.1 hereof shall be made by the General Shareholders Meeting by a three-fourths majority vote of the shareholders – owners of the voting shares participating in the General Shareholders Meeting, unless the Federal Joint Stock Companies Law provides otherwise.

Decisions on matters set forth in sub-clauses 2, 6, 15-20 of clause 12.1 hereof shall be made by the General Shareholders Meeting pursuant to a proposal of the Board of Directors or the General Director of the Company.

12.4. A resolution of the General Shareholders Meeting may be adopted without a meeting (joint attendance of the shareholders to discuss the agenda items and act on matters put to voting) by absentee vote.

Resolutions may be passed by an absentee vote, unless the Federal Joint Stock Companies Law, the Charter and the Company's internal regulations provide for a difference decision-making procedure for such matters.

12.5. The General Shareholders Meeting is validly constituted (has a quorum) if the shareholders owning in the aggregate more than half of the votes attaching to the outstanding voting shares of the Company (their proxies) participate in the meeting.

12.6. The Company shall conduct the annual General Shareholders Meeting once a year no earlier than in two (2) months and no later than in 6 months after the end of the fiscal year.

The annual General Shareholders Meeting shall attend to matters of election of the Board of Directors, the Audit Commission, approval of the Company's auditor, approval of the annual reports, annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company, and distribution of profits (including payment (declaration) of dividends, except for the profit distributed as dividends on the basis of the results of the first quarter, first six months, nine months of the fiscal year) and losses of the Company on the basis of the fiscal year results.

The annual General Shareholders Meeting may consider other matters referred to the competence of the General Shareholders Meeting.

12.7. Any meetings held in addition to the annual General Shareholders Meeting shall be extraordinary.

12.8. An extraordinary General Shareholders Meeting may be conducted pursuant to a decision of the Company's Board of Directors made at its own initiative, a demand by the Audit Commission, the Company's auditor or a shareholder(s) that own(s) at least 10% of the Company's voting shares as of the date of the relevant demand.

12.9. The General Shareholders Meeting shall be convened, prepared and conducted in accordance with the procedure and within the timeline set forth by the Federal Joint Stock Companies Law, other regulations of the Russian Federation, this Charter and the Company's internal regulations.

12.10. A notice of a proposed General Shareholders Meeting shall be given to each person specified in the list of persons entitled to participate in the General Shareholders Meeting, by registered mail or shall be delivered personally to each of such persons against confirmation of receipt within the period set forth by the laws of the Russian Federation.

The Company may provide additional information to the shareholders

regarding a General Shareholders Meeting to be conducted by giving them a written notice thereof by e-mail or by fax.

### **13. Board of Directors**

13.1. The Company's Board of Directors shall effect general management of the Company's operations.

The Board of Directors of the Company shall consist of five (5) members.

13.2. The competence of the Board of Directors shall include the following matters:

- 1) determining the priority areas of the Company's business;
- 2) convocation of the annual and extraordinary General Shareholders Meetings, except as provided in clause 8 of Article 55 of the Federal Joint Stock Companies Law;
- 3) approval of the agenda of the General Shareholders Meeting;
- 4) determination of the date as of which the list of persons entitled to participate in the General Shareholders Meeting is prepared, and other matters referred to the competence of the Company's Board of Directors pursuant to the provisions of Chapter VII of the Federal Joint Stock Companies Law and pertaining to the preparation and conducting of the General Shareholders Meeting;
- 5) preliminary approval of the annual report, annual accounting statements, including profit and loss statements (profit and loss accounts) of the Company;
- 6) making recommendations concerning distribution of the Company's profits, including recommendations concerning the amount of dividends on the Company's shares and the payment procedure thereof, and the Company's losses;
- 7) determination of the price (appraisal) of the property, offering and redemption price of the securities in cases set forth by the Federal Joint Stock Companies Law;
- 8) use of the reserve fund in accordance with the procedure set forth by the Federal Joint Stock Companies Law and other funds of the Company;
- 9) formation of special-purpose and other funds of the Company;
- 10) determination of the fees of the Company's auditor and the terms of an agreement with the auditor;
- 11) recommendations concerning the candidates to be elected as the Company's auditor at the annual General Shareholders Meeting;
- 12) recommendations concerning the size of the remuneration paid and reimbursement provided to the members of the Audit Commission (Internal Auditor);
- 13) approval of decisions to issue securities, the securities prospectus, report on the results of issuance of securities;

14) issuance by the Company of bonds and other securities, except for the bonds convertible into ordinary shares and other securities convertible into ordinary shares;

15) approval of the internal documents of the Company, except for the internal documents which pursuant to the Federal Joint Stock Companies Law require approval by the General Shareholders Meeting, and other internal documents of the Company which pursuant to this Charter require approval of the sole executive body of the Company;

16) establishment and liquidation of the Company's branches, opening and winding up of the Company's representative offices, approval of the regulations on branches and representative offices of the Company;

17) making amendments to the Company's Charter related to establishment and liquidation of the Company's branches, opening and winding up of the Company's representative offices;

18) approval of major transactions in cases set forth in Chapter X of the Federal Joint Stock Companies Law and approval of transactions (including a series of related transaction) involving acquisition, disposal of, encumbrance, transfer of rights to use or a proposed disposal of, encumbrance, transfer of rights to use any real property;

19) approval of interested party transactions in cases set forth by the Federal Joint Stock Companies Law;

20) making decisions on participation in and withdrawal by the Company from other entities (except for entities specified in sub-clause 19 of clause 12.1 hereof);

21) approval of the Company's registrar, terms of the agreement with the registrar and termination of such agreement;

22) making decisions to suspend the powers of the sole executive body – the General Director;

23) making decisions to form a temporary sole executive body of the Company where the powers of the General Director are suspended or the General Director is unable to perform his duties for any reasons and on conducting an extraordinary general shareholders meeting to pass a resolution on early termination of the sole executive body and on formation of a new executive body of the Company;

24) making decisions authorizing the General Director of the Company to hold offices with the management bodies of other entities;

25) approval of annual plans, budgets and operating estimates of the Company and reports of performance thereof, the targets of the financial and business activities of the Company, and the salary fund of the Company;

26) making decisions to conduct an extraordinary internal audit or and extraordinary audit of the Company, including a decision concerning the relevant costs to be covered by the Company;

27) formation of the Board of Directors committees and approval of regulations of the same;

28) election of the Chairman of the Board of Directors and early termination of his/her powers;

29) election of the secretary of the Board of Directors and early termination of his/her powers;

30) approval of the Company's organizational structure and amendment thereof upon recommendation of the General Director.

13.3. The Board of Directors may consider other matters of the Company's operations which pursuant to this Charter and the Federal Joint Stock Companies Law are referred to the competence of the Board of Directors.

Matters referred to the competence of the Board of Directors may not be delegated for consideration to the General Director.

13.4. For the purposes of passing resolutions at the meetings each member of the Board of Directors shall have one vote. In the event of a tie in the Board of Directors the Chairman of the Board of Directors shall have a casting vote.

A member of the Board of Directors may not transfer his/her vote to another person, including to another member of the Board of Directors.

The Board of Directors may pass resolutions by an absentee vote.

For the purposes of establishing a quorum and the voting results, a written opinion of a member of the Board of Directors absent from the Board of Directors meeting on the agenda items shall be taken into account.

13.5. The meeting of the Board of Directors is valid (has a quorum) if the same is attended by at least a half of its members. If there is no quorum to conduct the meeting of the Board of Directors, the meeting shall not be conducted and may be postponed to a later date.

Decisions on all matters within the competence of the Board of Directors shall be made by a simple majority vote of the Board members attending the meeting, except for cases set forth in the Federal Joint Stock Companies Law.

13.6. The members of the Board of Directors are elected by the General Shareholders Meeting to serve until the next annual General Shareholders Meeting.

13.7. The General Shareholders Meeting may make a decision on early termination of the powers of the Board of Directors. A decision on early termination of the powers of the Board of Directors may be made only with respect to all members of the Board of Directors simultaneously.

13.8. The Chairman of the Board of Directors is elected by the Board members from among the Board members by a majority vote of the total number of the elected Board members. The Board of Directors may at any time re-elect its Chairman.

13.9. The Chairman of the Board of Directors shall organize the work of the Board of Directors. The procedure of convocation and conducting

the meetings of the Board of Directors and the absentee voting decision making procedure shall be determined by the Board Regulations of the Company.

13.10. Pursuant to a decision of the General Shareholders Meeting the members of the Board of Directors may receive remuneration during their term in office and/or receive a reimbursement for expenses associated with performance of their duties as Board members of the Company. The amount of such remuneration and reimbursement is established by a decision of the General Shareholders Meeting.

#### **14. General Director**

14.1. The General Director shall be the sole executive body of the Company managing its day-to-day operations.

The General Director reports to the Board of Directors and the General Shareholders Meeting of the Company.

14.2. The General Director arranges the implementation of decisions made by the General Shareholders Meeting (the sole shareholder) and the Board of Directors of the Company.

The authority of the General Director includes all issues relating to the management of Company's day-to-day operations, except for those falling within the authority of the General Shareholders Meeting or the Board of Directors.

14.3. The General Director shall:

- 1) act on behalf of the Company without a power of attorney, and represent the Company in the Russian Federation and abroad;
- 2) manages the day-to-day operations of the Company;
- 3) manage Company's assets within the limits established by this Charter and the applicable laws;
- 4) consummate transactions on Company's behalf in accordance with the procedure set forth by the applicable laws and this Charter;
- 5) issue powers of attorney on behalf of the Company;
- 6) approve the headcount of the Company, its branches and representative offices;
- 7) submit the Company's organizational structure and amendment thereto to the Board of Directors for approval;
- 8) issue orders and give instructions binding on all employees of the Company;
- 9) enter into labor contracts with Company's employees, provide incentives and apply sanctions, and exercise other rights and obligations of the Company as employer;
- 10) open bank accounts of the Company;
- 11) arrange the accounting and reporting in the Company;
- 12) approve the internal regulations of the Company directly related to the

exercise by the General Director of his powers as set forth by this Charter and his employment agreement;

13) make arrangements for protection of state secrets and the technical protection of information pursuant to the regulatory acts of the Russian Federation, and be responsible for safekeeping of state secrets in the Company;

14) appoint an acting General Director from among his/her deputies while being temporarily out of the office (vacation, business trip, sick leave);

15) take other actions required to attain the Company's objectives and assure its normal operations pursuant to the applicable laws and this Charter.

14.4. The General Director is elected by the General Shareholders Meeting.

14.5. The General Director is appointed for a term of five (5) years.

14.6. If the authority of the General Director is suspended or the General Director is incapable of performing his/her duties, the Board of Directors will by its decision appoint a provisional sole executive body to operate pending election of the new General Director.

14.7. Rights and duties of the General Director in respect of the management of the Company's day-to-day operations are governed by the applicable laws and the agreement to be entered into with the General Director. The Chairman of the Board of Directors executes such agreement for and on behalf of the Company.

14.8. The person acting as the General Director may combine his/her office and the positions in the management bodies of other entities only upon permission of the Board of Directors.

## **15. Audit Commission**

15.1. The Audit Commission exercises control over financial and business activity of the Company and, in particular, confirms that the information in the annual report and the annual accounting statements of the Company is correct.

15.2. The Audit Commission shall consist of at least three (3) persons.

15.3. Members of the Audit Commission are elected each year by the annual General Shareholders Meeting.

15.4. The term of office of the Audit Commission members shall start to run upon their election by the General Shareholders Meeting and end upon election of the new Audit Commission by the next annual General Shareholders Meeting.

15.5. Members of the Audit Commission may not concurrently be on the Board of Directors or hold other positions with the Company's management bodies.

15.6. The competence of the Audit Commission shall include:

1) election of the Audit Commission chairman and his/her early termination;

2) assessment of reliability of information included in the annual financial reports of the Company, annual accounting statements and other reports and other financial documents of the Company;

3) review (audit) of the activities and documents of the Company in terms of their compliance with the applicable laws, this Charter and other regulations of the Company;

4) based on the results of reviews (audits) provision of information on violations of book-keeping and financial reporting rules established by the legal acts of the Russian Federation, and on violations of the legal acts of the Russian Federation, this Charter and Company's regulations in the course of Company's financial and economic activities;

5) review (audit) of Company's financial and business activities based on Company's performance for the year (annual audit);

6) review (audit) at any time of the financial and business activities of the Company (extraordinary audits) at its own discretion, on the basis of decisions by the General Shareholders Meeting, the Board of Directors or the request of the shareholder(s) owning in the aggregate at least 10% of the Company's voting shares;

7) other activities associated with the audit of Company's financial and business activity.

15.7. The report on the annual review (audit) must be delivered by the Audit Commission to the General Director and the Board of Directors within 4 months upon the end of the fiscal year.

15.8. Upon request of the Audit Commission persons holding positions with the Company's management bodies are obliged to provide documents relating to Company's financial and business activities.

15.9. The Audit Commission may engage experts and advisors at the expense of the Company.

15.10. The General Shareholders Meeting may establish remuneration for members of the Audit Commission while they perform their duties and/or provide for reimbursement for expenses associated with their duties. The amount of such remuneration and reimbursement is established by the General Shareholders Meeting.

15.11. The operational procedures, rights and obligations of the Audit Commission members will be established by the Company's Audit Commission Regulations approved by the General Shareholders Meeting.

## **16. Auditor**

16.1. The Company's auditor is approved by the General Shareholders Meeting and reviews the financial and business activities of the Company on the basis of a contract entered into with it and the regulatory acts of the Russian Federation.



16.2. The auditor of the Company may not have common financial interests with the Company or its shareholders.

16.3. The fee of the Company's auditor and the terms of its contract will be determined by the Board of Directors.

## **17. Company Information**

17.1. The Company shall keep the following documents:

- the Charter, properly registered amendments and modifications to the Charter, the decision to establish the Company and the Company's certificate of state registration;
- documents confirming the Company's rights to the property accounted for on its balance sheet;
- Company's formation agreement;
- regulations on branches and representative offices;
- Company internal documents;
- annual reports;
- accounting documents;
- accounting reports;
- minutes of the General Shareholders Meetings (resolutions of the Company's sole shareholder), minutes of the meetings of the Board of Directors and the Audit Commission;
- voting ballots and powers of attorney (copies thereof) to participate in the General Shareholders Meeting;
- independent surveyors' reports;
- lists of the Company's affiliates;
- reports prepared by the Company's Audit Commission (internal auditor), auditor, state and municipal bodies of financial control;
- quarterly reports of the issuer and other documents containing information which must be published or otherwise disclosed by operation of the Federal Joint Stock Companies Law and other federal laws;
- other documents required under the applicable laws of the Russian Federation.

17.2. The Company shall keep the documents, as specified in clause 17.1. herein above, at the place where its sole executive body is located.

17.3. Information on the Company is provided to the Company's shareholders and other persons pursuant to the procedure set forth by the Federal Joint Stock Companies Law and this Charter.

## **18. Miscellaneous**

18.1. All matters which are not specifically addressed herein shall be governed by the relevant provisions of the laws of the Russian

Federation.

18.2. If any provision of this Charter conflicts the laws of the Russian Federation, the provisions of the Russian laws shall apply.

**EXHIBIT 12**

**to**

**Notice of Change of Control  
and Ownership Information**

**Law on Rosatom**

**FEDERAL LAW**  
**NO. 317-FZ OF DECEMBER 1, 2007**  
**ON THE STATE ATOMIC ENERGY CORPORATION ROSATOM**

**Adopted by the State Duma on November 13, 2007**  
**Endorsed by the Federation Council on November 23, 2007**

**Chapter 1. Basic Provisions**

**Article 1. Scope of this Federal Law**

This Federal Law shall specify the legal status, organisational principles, aims of establishment and activities, managerial procedures, order of re-organisation and liquidation of the State Atomic Energy Corporation Rosatom (hereinafter referred to the Corporation).

**Article 2. Basic Concepts Applied in this Federal Law**

For the purposes of this Federal Law the following basic concepts are applied:

1) **the authorized agency in charge of atomic energy use** means the State Atomic Energy Corporation Rosatom vested with the authority to effect on behalf of the Russian Federation public administration of atomic energy use in compliance with Chapter IV of Federal Law No. 170-FZ of November 21, 1995 on Atomic Energy Use (hereinafter referred to as the Federal Law on Atomic Energy Use), public administration in the exercise of the activities connected with development, production, utilization of nuclear weapons and nuclear power plants of military purpose, as well as normative legal regulation in respect of atomic energy use;

2) **the government reserve of special raw materials and fissile materials** means the totality of the material values in federal ownership which are intended for maintaining the stable functioning and development of the nuclear industrial complex and the nuclear arms complex of the Russian Federation, for meeting defence needs and applying in emergency situations, as well as for using as a tool of governmental control over prices of special products;

3) **the Corporation's institutions** mean the institutions which are established by the Corporation or transferred to the Corporation according to the list endorsed by the Government of the Russian Federation in compliance with Subitem (c) of Item 1 of Part 2 of Article 5 of this Federal Law and whose property is in the Corporation's ownership;

4) **the Corporation's joint-stock companies** mean open joint-stock companies which are established in compliance with the legislation of the Russian Federation and whose stocks are in the Corporation's ownership;

5) **the Corporations' organisations** mean the Corporation's institutions and the Corporation's joint-stock companies;

6) **the Corporation's special reserve funds** mean the financial assets centralized by the Corporation which are made up of the allocations of enterprises and organisations operating specially dangerous radiative and dangerous nuclear industries and facilities which are used for setting up reserves intended for maintaining the security of the said industries and facilities at all stages of their life cycle and development in compliance with the legislation of the Russian Federation on atomic energy use and in the procedure established by the Government of the Russian Federation;

7) **storage points for nuclear materials and radioactive substances and storage facilities for radioactive waste (hereinafter referred to as storage points)** mean stationary facilities and structures which do not relate to nuclear power plants and radiation sources and which are intended for storage of nuclear materials and radioactive substances, as well as for storage or underground disposal of radioactive waste.

**Article 3. The Corporation's Legal Status**

1. The Corporation is a legal entity established by the Russian Federation in the organisational and legal form of a state-run corporation. The Corporation's status, aims of establishment and activities, functions and powers shall be defined by this Federal Law and regulatory legal acts of the President of the Russian Federation and the Government of the Russian Federation adopted in compliance with it.

*As to the measures to create the State Atomic Energy Corporation Rosatom, see Decree of the President of the Russian Federation No. 369 of March 20, 2008*

2. The Corporation's full name in Russian transliterates as Gosudarstvennaya Corporatsia po Atomnoy Energii Rosatom. The shortened name thereof in Russian transliterates as Goscorporatsia Rosatom.

3. The Corporation's full name in English is the State Atomic Energy Corporation Rosatom. Its shortened name in English is Rosatom.

4. The Corporation shall have a stamp bearing the image of the State Emblem of the Russian Federation and its full name.

5. The Corporation's location shall be the city of Moscow.

6. The Corporation shall be deemed established as of the date of making the appropriate entry in the comprehensive state register of legal entities.

7. The Corporation shall have a bank account opened with the Central Bank of the Russian Federation, and is entitled to open bank accounts with other credit institutions in the territory of the Russian Federation and outside it in the procedure established by the legislation of the Russian Federation.

8. The Corporation is only entitled to exercise profitable activities insofar as they serve the purposes of its establishment and comply with these purposes. The Corporation's profit derived from its activities shall be solely used for the purposes established by this Federal Law.

9. The Corporation shall be held liable under its obligations within the limits of all its property, except for the property against which execution may not be levied. A list of the property against which execution may not be levied shall be endorsed by the Government of the Russian Federation.

10. The Russian Federation shall not be held liable under the Corporation's obligations and the Corporation shall not be held liable under obligations of the Russian Federation, if they have not assumed appropriate obligations.

11. The operation of Federal Law No. 127-FZ of October 26, 2002 on Insolvency (Bankruptcy) shall not extend to the Corporation.

12. The Corporation shall have the right to set up an extradepartmental guard service.

13. When the Corporation exercises authority in the established area of activities provided for by this Federal Law, the Corporation's officials shall be held liable in compliance with the legislation of the Russian Federation.

14. Federal state power bodies, state power bodies of constituent entities of the Russian Federation and local authorities of municipal entities are not entitled to interfere with the activities of the Corporation and of officials thereof aimed at achieving the goals set by this Federal Law, except as provided for by federal laws.

15. The Audit Chamber of the Russian Federation and other governmental bodies shall exercise control over the Corporations' activities in compliance with the legislation of the Russian Federation.

16. The Corporation is entitled to institute in the established procedure the Corporation's emblem, marks of distinction and to award the Corporations' officials with them, those of the Corporation's organisations and of other organisations engaged in the activity of atomic energy use.

17. The Corporation has the right to nominate in the established procedure the officials of the Corporation, of the Corporation's organisations and other organisations engaged in the activity of atomic energy use for awarding thereto honourable titles of the Russian Federation and state rewards of the Russian Federation.

#### **Article 4. Goals of the Corporation's Activities**

1. The Corporation shall be established and operate for the purpose of pursuance of the state policy, normative legal regulation, rendering of state services and state property management in the area of atomic energy use, development and safe functioning of organisations pertaining to the nuclear industrial complex and the nuclear arms complex, ensuring nuclear and radiative safety, non-proliferation of nuclear materials and technologies, development of nuclear science, technologies and professional education, as well as international cooperation in this area.

2. The Corporations's activities shall be aimed at the creation of conditions and mechanisms for ensuring security in atomic energy use, for centralized management of organisations pertaining to the nuclear industrial complex and the nuclear arms complex, of

organisations engaged in the maintenance of nuclear and radiative safety, nuclear science and technologies and in manpower training.

3. The Corporation shall ensure pursuance of the state policy in respect of nuclear industry development, the accomplishment of tasks within the framework of the state arms programme and the state defence order.

4. The Corporation jointly with the Ministry of Defence of the Russian Federation and nuclear military units of the Armed Forces of the Russian Federation shall ensure maintenance and development of the battle reserve of the Armed Forces of the Russian Federation, as regards its quantity and quality, at the level which is sufficient for implementation of the Russian Federation's nuclear deterrence policy. The Corporation and the Ministry of Defence of the Russian Federation shall submit an annual report to the President of the Russian Federation on the status of the nuclear arms complex of the Russian Federation.

**Article 5. The Scope of Authority of the President of the Russian Federation and the Government of the Russian Federation in Respect of the Corporation**

**1. The President of the Russian Federation:**

1) shall endorse the following:

a) a list of open joint-stock companies which are in federal ownership and whose stocks are subject to transfer to the Corporation as a property contribution of the Russian Federation;

b) a list of federal state unitary enterprises in respect of which the Corporation exercises the authority of the property owner on behalf of the Russian Federation;

c) a list of federal state unitary enterprises whose property complexes are subject to transfer to the Corporation as a property contribution of the Russian Federation and the procedure for making such contribution;

d) a list of federal state unitary enterprises which are subject to transformation into open joint-stock companies whose stocks are to be transferred to the Corporation as a property contribution of the Russian Federation and the procedure for making such contribution;

e) regulations in respect of interaction of the Corporation with the Ministry of Defence of the Russian Federation;

f) regulations in respect of the authorized agency of the Ministry of Defence of the Russian Federation responsible for maintenance, development and operation of the nuclear battle reserve, ensuring its nuclear safety, guarding and antiterrorist stability, exercise of control over nuclear tests outside the Russian Federation;

2) shall appoint and dismiss members of the corporation's supervisory council and the chairman of the Corporation's supervisory council in compliance with Article 23 of this Federal Law;

3) shall appoint and dismiss the Corporation's director general in compliance with Article 26 of this Federal Law;

4) shall adopt other decisions in compliance with this Federal Law and other federal laws.

**2. The Government of the Russian Federation:**

1) shall endorse the following:

a) a procedure for transfer to the Corporation of the property contribution of the Russian Federation, insofar as it is not regulated by this Federal Law;

b) a list of the federal property to be transferred to the Corporation as a property contribution of the Russian Federation in compliance with Part 2 of Article 18 of this Federal Law;

c) a list of the federal state institutions to be transferred to the Corporation;

d) a list of the federal property which is not assigned for economic management or day-to-day management to federal state unitary enterprises or federal state institutions and whose owner's rights are exercised by the Corporation on behalf of the Russian Federation;

e) a long-term programme of the Corporation's activities;

f) the state defence order of the Corporation;

g) the Corporation's standing orders;

i) a procedure for allocation of assets for setting up the Corporation's special reserve funds;

2) shall take other decisions in compliance with this Federal Law, other federal laws and normative legal acts of the President of the Russian Federation.

**Chapter 2. Legal Regulation of the Corporation's Activities, Powers,  
Functions and Types of Activity**

**Article 6. Legal Regulation of the Corporation's Activities**

1. The Corporation's activities shall be regulated by this Federal Law and by regulatory legal acts of the President of the Russian Federation and the Government of the Russian Federation adopted in compliance with it, as well as by other legislative acts of the Russian Federation.

2. The operation of Items 3, 5, 7, 10 and 14 of Article 32 of Federal law No. 7-FZ of January 12, 1996 on Non-Profit Organisations regulating procedures for exercising control over non-profit organisations' activities shall not extend to the Corporation.

3. The Corporation shall be an authorized body in charge of control over atomic energy use exercising the authority and functions which are provided for by this Federal Law in respect of the Corporation's organisations and other legal entities engaged in the activities relating to atomic energy use which are established by the Federal Law on Atomic Energy Use, as well as in the activities connected with the development, production, utilization of nuclear weapons and nuclear power plants of military purpose.

4. The Corporation shall be the governmental competent agency, vested with the authority on behalf of the Russian Federation in compliance with the Convention on Physical Protection of Nuclear Materials, for nuclear and radiative safety while carrying nuclear materials, radioactive substances and articles made of them, the central governmental body and communication point, as well as the national competent body responsible for discharge of the Russian Federation's obligations in respect of ensuring physical protection of nuclear materials in the International Atomic Energy Agency and other international organisations.

5. The Corporation shall exercise in the procedure determined by the Government of the Russian Federation the functions of the managerial body authorized by the Government of the Russian Federation in respect of the state reserve of special raw materials and fissile materials, as well as of nuclear materials which are in federal ownership, except for the nuclear materials to be transferred to the Ministry of Defence of the Russian Federation within the composition of manufactured articles.

6. As of the date of adoption in the established procedure of the decision to liquidate the Federal Agency on Atomic Energy, the Corporation shall be granted for the transitional period in the same volume and under the same terms the rights and duties of the chief administrator of budget funds, the recipient of budget funds, the chief administrator of budget revenues, the administrator of budget revenues and the state customer which are provided for by the state defence order, federal goal-oriented programmes, interstate programmes and the federal targeted investment programme for which the Federal Agency on Atomic Energy is appointed as the state customer, as well as the authority to render state services in the established area of activities.

7. The Corporation by decision of the Government of the Russian Federation is vested with the authority to exercise in the established area of activity on behalf of the Russian Federation the rights of the owner of the federal property which is not assigned for economic management or day-to-day management to federal state unitary enterprises or federal state institutions. A list of such property and a procedure for exercise on behalf of the Russian Federation of the rights of the owner of this property shall be endorsed by the Government of the Russian Federation.

8. The Corporation by decision of the President of the Russian Federation or the Government of the Russian Federation shall ensure the accomplishment of tasks in the established area of activity.

9. As of the date of adoption in the established procedure of the decision to liquidate the Federal Agency on Atomic Energy, the Corporation shall acquire the authority of the Federal Agency on Atomic Energy provided for by Law of the Russian Federation No. 3297-I of July 14, 1992 on a Closed Administrative Territorial Entity for the federal executive bodies supervising enterprises and/or facilities for which a special mode of safe functioning and state secret keeping, including special conditions of citizens' residence, is established.

**Article 7. The Corporation's Powers and Functions in Respect of Public Administration of Atomic Energy Use**

The Corporation, for achieving the goals set by this Federal Law, shall exercise the following powers and functions, as regards public administration of atomic energy use:

1) shall devise proposals as to formulation of the state policy in respect of atomic energy use, including scientific research, investment and structural policies, development and safe functioning of the nuclear industrial complex and the nuclear arms complex of the Russian

Federation, submit these proposals to the President of the Russian Federation and the Government of the Russian Federation for consideration and ensure their implementation;

2) shall participate in ensuring the protection of citizens' rights and legitimate interests while using atomic energy;

3) shall participate in ensuring safety and protection of the environment while using atomic energy, in particular keep the general public informed in this respect;

4) shall take measures in cooperation with authorized federal executive bodies aimed at liquidation of consequences of emergencies while using atomic energy;

5) shall take measures in cooperation with authorised federal executive bodies aimed at ensuring the safety of nuclear power plants, radiation sources, storage points, nuclear materials and radioactive substances;

6) shall devise proposals as to the location and construction of nuclear power plants, radiation sources and storage points, putting the said facilities out of operation, as well as storage of radioactive waste;

7) shall arrange in cooperation with authorised federal executive bodies physical protection of nuclear power plants, radiation sources, storage points, nuclear materials and radioactive substances;

8) shall exercise the authority of the competent state agency responsible for nuclear and radiation safety while carrying nuclear materials, radioactive substances and articles made of them in the procedure established by the Government of the Russian Federation;

9) shall interact with the authorized body of the Ministry of Defence of the Russian Federation as to the maintenance, development and operation of the nuclear battle reserve, ensuring its nuclear safety, guarding and antiterrorist stability, exercise of control over nuclear tests outside the Russian Federation;

10) shall ensure control over circulation of nuclear materials in the Russian Federation;

11) shall keep the state register of nuclear materials;

12) shall issue affirmations to supplying countries on behalf of the Russian Federation in respect of the peaceful use of imported nuclear commodities and technologies, ensure their physical protection and terms of their further transfer;

13) shall render informational, analytical, documentary, legal, material and technical support to the activities of a special commission, as regards importation into the territory of the Russian Federation of foreign-made irradiated fuel assemblies;

14) shall ensure the exercise of internal preparedness activity, control over and coordination of the preparedness activity of the Corporation's institutions, the Corporation's joint-stock companies and their branch companies, as well as of the federal state unitary enterprises included into the list to be endorsed by the President of the Russian Federation in compliance with subitem (b) of Item 1 of Part 1 of Article 5 of this Federal Law (hereinafter also referred to as subordinate enterprises);

15) shall develop the manpower policy and uniform policy as to forming the system of labour wages and social protection of the Corporation's employees and of the Corporations' organisations and ensure pursuance of the said policy;

16) shall exercise the functions of the agency responsible for managing special carriage by the federal executive body concerned, except for the carriage by the Ministry of Defence of the Russian Federation;

17) shall undertake checks (inspections) of the Corporation's institutions, the Corporation's joint-stock companies, and also of their branches and dependent companies, as well as of subordinate enterprises, connected with the exercise of powers relating to atomic industry management;

18) shall licence the activities of organisations relating to the use of nuclear materials and radioactive substances while carrying out the works relating to atomic energy use for defence purposes, including the development, production, testing, transportation (carriage), operation, storage, liquidation and utilization of nuclear weapons and nuclear power plants of military purpose, except for the activities of organisations of the Ministry of Defence of the Russian Federation in this area;

19) shall issue certificates proving the right to carry out works in the area of atomic energy use to employees of the Corporation's institutions, the Corporation's joint-stock companies and their branch companies, as well as of subordinate enterprises, who are engaged in such activity;

20) shall render under the legislation of the Russian Federation, the decision to recognize an organisation as fit for operation of a nuclear plant, radiation source or storage point and to exercise the activities of locating, designing, constructing, operating and decommissioning a



nuclear plant, radiation source or storage point, as well as the activity of handling nuclear materials and radioactive substances;

21) shall consider in the established procedure applications for discoveries which contain data constituting a state secret in the established area of activities in compliance with the legislation of the Russian Federation;

22) shall carry out continuous monitoring over movement of special cargo carried by all kinds of transport, except for special cargo of the Ministry of Defence of the Russian Federation;

23) shall keep, compile, register and apply in compliance with the legislation of the Russian Federation archival documents which are in federal ownership in the established area of activities;

24) shall issue certificates in the established area of activities for presentation to whom it may concern, as well as supply information requested by citizens for proving the right to social support and additional material support in compliance with regulatory legal acts of the Russian Federation;

25) shall exercise the activity of training, re-training and raising qualifications of specialists in the area of atomic energy use.

**Article 8. The Corporation's Authority as to Normative and Legal Regulation in the Established Area of Activities**

1. The Corporation on the basis and in pursuance of the Constitution of the Russian Federation, federal constitutional laws, federal laws, regulatory legal acts of the President of the Russian Federation and the Government of the Russian Federation shall adopt regulatory legal acts in the established area of activities:

1) regulating the procedure:

a) for the state registration of and control over nuclear materials, radioactive substances and radioactive waste;

b) for registration of and control over nuclear materials which constitute the property of foreign states, foreign legal entities and which are temporarily located in the territory of the Russian Federation;

c) for issuance of certificates-permits in respect of transportation (carriage) of nuclear materials, radioactive substances and articles made of them, in respect of the use of the shipping packaging set with a certain construction design for radioactive substance of a special type, except for nuclear materials transferred within the composition of manufactured articles to the Ministry of Defence of the Russian Federation, as well as in respect of keeping the register of said materials;

d) for issuance of certificates for engineering facilities used in the physical protection system by the Corporation's institutions, the Corporation's joint-stock companies and their branch companies, as well as by subordinate enterprises;

e) for ensuring the guarding of facilities of the Corporation's institutions, the Corporation's joint-stock companies and branch companies thereof, as well as of subordinate enterprises;

f) for interaction of the extradepartmental guard units with territorial agencies of the federal executive body in charge of security, the internal affairs bodies of the Russian Federation, units (subdivisions) of the internal troops of the Ministry of Internal Affairs of the Russian Federation (by approbation of the federal executive body in charge of security and the Ministry of Internal Affairs of the Russian Federation);

g) for determining industries, works and professions whereby an additional monthly life-long material support is established for citizens who exercise their labour activities at organisations pertaining to the nuclear arms complex of the Russian Federation;

2) for establishing report forms for the state registration of and control over nuclear materials, radioactive substances and radioactive waste, the procedure and time for filing reports and forms of the state register of nuclear materials;

3) endorsing:

a) regulations on interaction with organisations participating in works aimed at liquidation of the effects of accidents while transporting (carrying) nuclear materials, radioactive substances and articles made of them;

b) regulations on the Corporation's professional rescue service;

4) other regulatory legal acts, except for acts relating to matters which are legally regulated under the Constitution of the Russian Federation, federal constitutional laws, federal laws, regulatory legal acts of the President of the Russian Federation and the Government of the Russian Federation solely by federal constitutional laws, federal laws, regulatory legal acts of the President of the Russian Federation and the Government of the Russian Federation.

2. The Corporation may declare invalid in the territory of the Russian Federation acts of the Ministry of Medium Machine Building of the USSR, the Ministry of Atomic Energy and Industry of the USSR, the State Committee of the USSR for Atomic Energy Use, as well as to declare invalidated acts of the Ministry of Atomic Energy of the Russian Federation and the Federal Agency on Atomic Energy.

3. The Corporation is entitled to present in the established procedure federal laws and other draft normative acts of the Russian Federation to the President of the Russian Federation and to the Government of the Russian Federation draft, as well as drafts of other documents in respect of the matters pertaining to the established area of activities.

4. The Corporation shall issue its regulatory legal acts in the established area of activities in the form of orders, regulations and instructions which are binding for federal state power bodies, state power bodies of constituent entities of the Russian Federation, local authorities of municipal entities, legal entities and natural persons.

5. Normative legal acts issued by the Corporation are subject to registration and publication in the procedure established for the state registration and publication of regulatory legal acts of federal executive bodies.

6. Regulatory legal acts issued by the Corporation may be appealed against with a court in the procedure established for disputing regulatory legal acts of federal executive bodies.

**Article 9. The Corporation's Authority and Functions as to Insuring the Protection of Data Constituting a State Secret and Other Information to Which Access Is Restricted by Federal Laws**

For accomplishing the tasks set by this Federal Law the Corporation:

1) shall in its structural units and organisations arrange the protection of and protect in compliance with the regulatory legal acts of the Russian Federation data constituting a state secret and other information to which access is limited by federal laws, and shall carry out work aimed at opposition to technical reconnaissance and at technical protection of information;

2) shall exercise the functions of the federal executive body in charge of protection of state secrets, as well as the authority as to the disposal of data constituting a state secret in the procedure determined by the legislation of the Russian Federation;

3) shall compose under the legislation of the Russian Federation a list of data to be classified;

4) shall ensure within the scope of authority thereof the taking of checking measures in respect of citizens given access to state secrets;

5) shall introduce to federal executive bodies proposals in respect of improvement of the system of protecting data constituting a state secret.

**Article 10. The Corporation's Authority and Functions in Respect of Ensuring Safe Atomic Energy Use**

The Corporation shall exercise the following powers and functions to ensure safety while using atomic energy:

1) shall participate in devising binding federal norms and rules establishing requirements for safe atomic energy use and shall coordinate them in the established procedure;

2) shall devise and present to the Government of the Russian Federation proposals concerning the establishment of a procedure for arranging collection, storage and ground disposal of radioactive waste;

3) shall devise and take measures aimed at preventing and liquidating the effects of emergencies while transporting (carrying) nuclear materials, radioactive substances and articles made of them, as well as introduce to the Government of the Russian Federation proposals in respect of financial support of these measures;

4) shall issue certificates permitting transportation (carriage) of nuclear materials, radioactive substances and articles made of them, use of a shipping packaging set with a certain construction design for radioactive substance of a special type, except for nuclear materials transferred to the Ministry of Defence of the Russian Federation within the composition of manufactured articles;

5) shall arrange and exercise the state control over ensuring safety while transporting (carrying) nuclear materials, radioactive substances and articles made of them, except for nuclear materials transferred to the Ministry of Defence of the Russian Federation within the composition of manufactured articles;

6) shall effect the state registration of and exercise control over nuclear materials, radioactive substances and radioactive waste in the procedure established by the Government of the Russia Federation, as well as ensure carrying out works connected with functioning, methodological support and improvement of the system of the state registration and control in this area;

7) shall exercise state control over the radiation environment in the localities where nuclear plants, radiation sources and storage points possessed by the Corporation's institutions, the Corporation's joint-stock companies and their branch companies, as well as their subordinate enterprises, are situated;

8) shall exercise state control over taking measures aimed at preventing emergency situations, including nuclear accidents and radiation emergency situations, at the Corporation's institutions, the Corporation's joint-stock companies and their branch companies, as well as at subordinate enterprises;

9) shall represent the interests of the Russian Federation in international organisations in respect of ensuring nuclear and radiation safety while transporting (carrying) nuclear materials, radioactive substances and articles made of them;

10) shall exercise the functions of the coordinator of works aimed at the development and implementation of special ecological programmes, including regional programmes, single projects of importation to the Russian Federation of irradiated fuel assemblies of nuclear piles. Special ecological programmes shall be financed in the procedure established by the Government of the Russian Federation.

**Article 11. The Corporation's Powers and Functions in Respect of Civil Defence and Protection of the Population and Areas in Emergency Situations**

1. The Corporation shall exercise in the established field of activities and in cooperation with the Ministry of the Russian Federation for Civil Defence Issues, Emergency Situations and Liquidation of the Consequences of Natural Disasters the following powers in respect of civil defence and protection of the population and areas in emergency situations:

1) shall devise and take organisational and engineering measures aimed at enhancing the stability of functioning in emergency situations of the Corporation's institutions, the Corporation's joint-stock companies and branch companies thereof, as well as of their subordinate enterprises, which operate in the field of atomic energy use;

2) shall devise and endorse in the established procedure binding regulatory legal acts concerning prevention and liquidation of emergency situations' consequences, as well as concerning civil defence matters at atomic energy facilities;

3) shall devise and implement in the established procedure civil defence plans at the Corporation's organisations, shall arrange the exercise of civil defence activities, including preparation of required forces and means;

4) shall take measures aimed at the conservation of facilities which are vital for stable functioning of the economy and the population's survival in wartime;

5) shall create and maintain in a state of permanent readiness technical civil defence management systems and systems of the population's warning of dangers posed by acts of war or resulting from them;

6) shall form and keep at the Corporation's organisations for civil defence purposes material and technical assets, food stuff, medicines and other resources.

2. The Corporation shall interact with the Ministry of Defence of the Russian Federation and other federal executive bodies in the prevention and liquidation of consequences of nuclear incidents and radiation emergency situations at the Corporation's organisations.

**Article 12. The Corporation's Powers and Functions in Respect of Management of the State Reserve of Special Raw Materials and Fissile Materials**

1. The Corporation shall ensure management of the state reserve of special raw materials and fissile materials, its maintenance, storage and handling, as well as the transfer of nuclear materials which are in federal ownership to legal entities in the procedure established by the Government of the Russian Federation.

2. The Corporation, in the procedure established by the budget legislation of the Russian Federation, shall keep records of the state reserve of special raw materials and fissile materials and shall submit appropriate report documents.

3. Execution may not be levied against the state reserve of special raw materials and fissile materials.

**Article 13. The Corporation's Authority as to Ensuring Execution of the State Defence Order**

1. The Corporation shall be vested with the authority of a single executor of the state defence order in the established area of activity.

2. The Corporation, by decision of the Government of the Russian Federation, may be vested with the following powers:

- 1) of the state customer within the framework of execution of the state defence order;
- 2) of the state customer which is the coordinator of works aimed at the comprehensive utilization of atomic submarines and nuclear power surface ships, at the reduction of radiation danger at the stations thereof, ecological rehabilitation of facilities for temporary storage of spent nuclear fuel, solid and liquid radioactive waste, utilization of nuclear ammunition and their components, as well as the coordinator of longterm programmes aimed at the development and stable functioning of organisations pertaining to the nuclear arms complex of the Russian Federation and the development of innovative technologies of this complex.

**Article 14. The Corporation's Powers and Functions Related to Participation in International Cooperation in the Area of Atomic Energy Use**

1. The Corporation shall ensure within the scope of authority thereof the discharge of obligations by the Russian party to international treaties made by the Russian Federation and the exercise of the rights of the Russian party resulting from these treaties, if such treaties regulate matters which are within the scope of the Corporation's authority.

2. The Corporation shall be an authorised organisation and shall present to the President of the Russian Federation or to the Government of the Russian Federation proposals as to making, implementing and terminating international treaties of the Russian Federation in compliance with Federal Law No. 101-FZ of July 15, 1995 on International Treaties of the Russian Federation. The Corporation shall conclude international treaties of an interdepartmental nature relating to the scope of its authority in compliance with said Federal Law.

3. The Corporation shall interact in the procedure established by the legislation of the Russian Federation with state power bodies of foreign states and with international organisations, including representation at international organisations by decision of the President of the Russian Federation or the Government of the Russian Federation of the Russian Federation interests in respect of atomic energy use.

**Article 15. Kinds of Activity Exercised by the Corporation**

1. The Corporation is entitled to exercise for the purpose of accomplishing the tasks established by this Federal Law the following kinds of activities:

- 1) generation, transmission, distribution and sale of electric and thermal energy, as well as provision of services (implementation of works) connected with it;
- 2) supply of products, carrying out of works and rendering of services to meet federal state needs;
- 3) arrangement within the scope of its authority of the activities related to opposition to nuclear terrorism and illegal traffic of nuclear materials and radioactive substances, as well as to illegal proliferation of nuclear technologies;
- 4) implementation of fundamental research, as well as scientific research, design and development works in the established area of activities;
- 5) operation, warranty and service maintenance, updating, repair and decommissioning nuclear plants, radiation sources, storage points, as well as atomic power stations;
- 6) ensuring the guarding and physical protection of especially dangerous radiative facilities and dangerous nuclear facilities, nuclear materials and radioactive substances (in particular when transported (carried)), of nuclear plants and storage points;
- 7) organisation of engineering equipment's production, including design and construction of production lines, development and creation of machinery, equipment and protection systems for the facilities related to extraction, storage, transportation (carriage), processing and use of nuclear materials and radioactive substances;
- 8) development, manufacture and sale of nuclear piles' fuel assemblies, of appropriate technologies, equipment and installations;
- 9) rendering of services relating to drawing up of design engineering documentation, manufacture and supply of engineering equipment and its service maintenance;

- 10) passenger and cargo carriage, in particular by special, motor, railway, air and water transport;
- 11) handling of spent nuclear fuel and radioactive waste, including utilization thereof;
- 12) export and import of commodities (works and services) connected with atomic energy use;
- 13) export and import of nuclear plants, equipment, technologies, nuclear materials, radioactive substances, special raw materials and fissile materials, as well as of services connected with atomic energy use;
- 14) design, construction, updating and putting into operation of atomic power industry facilities, of those pertaining to the nuclear industrial complex and the nuclear arms complex of the Russian Federation, of nuclear science and engineering facilities;
- 15) exercise of activities aimed at raising the level of nuclear and radiation safety while using atomic energy;
- 16) exercise of activities aimed at physical protection and ensuring anti-terrorist stability of the facilities belonging to the Corporation's organisations;
- 17) development of investment projects providing for creation of new technologies and installations, for expansion of the raw-material base of the atomic energy industrial complex of the Russian Federation;
- 18) creation of new technologies and installations for utilization, protection and reclamation of accumulated spent nuclear fuel and radioactive waste;
- 19) carrying out scientific research works, including those in the field of creation of the fundamentals of thermo-nuclear industry and relevant technologies;
- 20) application of new technologies and developments in the area of atomic energy use;
- 21) design and construction of buildings and structures, including those with the I and II level of responsibility, in compliance with the state standard;
- 22) development and production of confidential information protection facilities;
- 23) development, production and operation of information and telecommunication systems protected by cipher (cryptographic) devices;
- 24) carrying out works connected with the use of data constituting a state secret;
- 25) carrying out works aimed at protection of data constituting a state secret;
- 26) design, creation and operation of communications lines, including satellite communications, provision of communications services, in particular data transmission services and telematics communications services, telephone communications services and those of letting communications lines on lease;
- 27) activity of distributing cipher (cryptographic) devices;
- 28) activity of technical maintenance of cipher (cryptographic) devices;
- 29) provision of services in the field of information encryption;
- 30) exercise of activities and/or rendering of services relating to the protection of state secrets (as regards technical protection of information);
- 31) certification of industries, commodities (works and services) established (carried out and rendered) by organisations pertaining to the atomic energy industrial complex of the Russian Federation;
- 32) implementation of ecological and special ecological programmes, monitoring of the radiation situation, rehabilitation of contaminated sections of areas and facilities;
- 33) training, re-training and raising of qualifications of specialists in the field of atomic energy use;
- 34) development, testing, production, disassembly and utilization of nuclear ammunition and nuclear devices, ensuring their reliability and safety at all stages of their life, creation and maintenance of nuclear power plants of military purposes, samples of armaments, military and special equipment where nuclear arms technologies are used;
- 35) arrangement and conduct of criminalistic and other expert examinations aimed at identification of nuclear materials, radioactive substances and radioactive waste withdrawn from illegal traffic.

2. The Corporation is entitled to do the following:

- 1) to participate in governmental and commercial projects and programmes stipulating the development and export of high-technology industrial products;
- 2) to make investments in Russian and foreign organisations in the procedure defined by the Corporation's supervisory council;
- 3) to exercise other types of activity which are not provided for Part 1 of this article and are aimed at accomplishing the tasks set by this Federal Law.

**Article 16. The Corporation's Authority in Respect of the Corporation's Institutions**

1. The Corporation shall be the founder of the Corporation's institutions and the owner of their property.

2. The authority of the founder of the Corporations' institutions and of their property's owner shall be exercised by the Corporation in compliance with the civil legislation of the Russian Federation.

**Chapter 3. Property Relations**

**Article 17. The Corporation's Possessions**

1. The Corporation's possessions shall constitute the property thereof.

2. The Corporation's possessions shall be made up by property contributions of the Russian Federation in compliance with this Federal Law, earnings resulting from the Corporation's activities, federal budget subsidies, assets of the Corporation's special reserve funds and the property created on account of them, voluntary allocations and donations, as well as on account of property obtained for other reasons which are not prohibited by the legislation of the Russian Federation.

3. The Government of the Russian Federation shall approve a list of the Corporation's possessions in respect of which transactions are to be coordinated with the Government of the Russian Federation, if not otherwise established by federal laws, and a list of the property against which execution may not be levied.

4. The Corporation has the right to do the following using its possessions:

1) to set up branches and to open representative offices thereof, including outside the Russian Federation;

2) to establish the Corporations' institutions;

3) to participate, in the procedure established by this Federal Law, in the authorized capitals of economic companies, as well as in other organisations.

**Article 18. The Russian Federation's Property Contribution**

1. The following shall be transferred to the Corporation as property contributions of the Russian Federation:

1) when establishing the Corporation:

a) the stocks of the Open Joint-Stock Company Atomniy Energopromishlenniy Kompleks (the City of Moscow) which are in federal ownership;

b) the property assigned for day-to-day management to the Federal Agency on Atomic Energy including the buildings located to the following addresses: the city of Moscow, Bolshaya Ordinka Street 24/26, the city of Moscow, Staromonetnyi Pereulok 26 and the city of Moscow, Staromonetnyi Pereulok 26, Building 2 after adoption in the established procedure of the decision to liquidate the said Federal Agency;

2) the stocks of the open joint-stock companies which are in federal ownership according to the list endorsed by the President of the Russian Federation in compliance with Subitem (a) of Item 1 of Part 1 of Article 5 of this Federal Law;

3) property complexes of federal state unitary enterprises according to the list endorsed by the President of the Russian Federation in compliance with Subitem (c) of Item 1 of Part 1 of Article 5 of this Federal Law;

4) property assigned for day-to-day management to the federal state institutions transferred to the Corporation according to the list endorsed by the Government of the Russian Federation in compliance with Subitem (c) of Item 1 of Part 2 of Article 5 of this Federal Law (hereinafter referred to as subordinate institutions);

5) the federal budget assets allocated to the Corporation for exercise of the activities provided for by the Corporation's long-term programme of activities;

6) other property in federal ownership which is managed by the Federal Agency on Atomic Energy, except for special raw-materials and fissile materials which are solely allowed to be in federal ownership.

2. Apart from the property provided for by Part 1 of this article, other property which is in federal ownership may be transferred to the Corporation as property contributions of the Russian Federation on the basis of a decision of the Government of the Russian Federation.

## **Chapter 4. The Long-Term Programme of the Corporation's Activities and Procedure for Its Financing**

### **Article 19. The Long-Term Programme of the Corporation's Activities**

1. For accomplishment of the tasks set by this Federal Law the Corporation shall devise a long-term programme of the Corporation's activities providing therein for attainment of industrial, investment and financial indices, in particular tasks within the framework of the state defence order.

2. The financial support of the long-term programme of the Corporation's activities shall be rendered from the following:

- 1) earnings resulting from the Corporation's activities;
- 2) federal budget subsidies;
- 3) assets received by the Corporation for execution of the state defence order;
- 4) property contributions of the Russian Federation made up of federal budget assets;
- 5) assets of the Corporation's special reserve funds;
- 6) other assets of the Corporation and of the Corporation's organisations.

3. The long-term programme of the Corporation's activities shall serve as a basis for drawing up the financial plan of the Corporation's activities.

4. The financial plan of the Corporation's activities shall be endorsed by the Corporation's supervisory council for at least three years and is subject to specification on a yearly basis.

### **Article 20. The Corporation's Special Reserve Funds**

1. The Corporation shall establish the Corporation's special reserve funds and shall manage them.

2. The following shall be included into the Corporation's special reserve funds:

1) the fund for covering outlays on ensuring nuclear, radiation, technical and fire safety, on the maintenance and equipping of rescue teams, payment for their works (services) aimed at preventing and liquidating the consequences of emergency situations;

2) the fund for covering outlays on ensuring physical protection, registration of and control over nuclear materials, radioactive substances and radioactive waste;

3) the fund for covering outlays connected with decommissioning nuclear plants, radiation sources or storage points, with handling of spent nuclear fuel and financing of scientific research, as well as design and development works, for substantiation and enhancement of these facilities' safety;

4) the fund for covering outlays on ensuring modernization of organisations pertaining to the nuclear industrial complex and the nuclear arms complex of the Russian Federation, development of nuclear science and technology, carrying out design and development works and implementation of other investment projects.

3. The Corporation's special reserve funds shall be formed from allocations of enterprises and organisations which operate especially dangerous radiative and dangerous nuclear industries and facilities. The assets of the said funds shall be accumulated on the Corporation's bank accounts.

4. The assets of the fund for covering outlays connected with decommissioning nuclear plants, radiation sources or storage points, with handling of spent nuclear fuel and financing of scientific research, as well as design and development works for substantiation and enhancement of safety of these facilities shall be accumulated on the Corporations' bank account opened with the Central Bank of the Russian Federation.

5. Assets of the Corporations' special reserve funds shall be used in the procedure endorsed by the Corporations' supervisory council. A list of the works (services) financed from the Corporation's special reserve funds shall be endorsed by the Corporation's supervisory council.

6. Assets of special reserve funds are subject to separate accounting.

7. Control over goal-oriented spending of assets of the Corporation's special reserve funds shall be exercised by the Corporation's audit commission.

### **Article 21. Financial Support to the Long-Term Programme of the Corporation's Activities from the Federal Budget Funds**

1. The Corporation, in compliance with the budget legislation of the Russian Federation, shall be the recipient of subsidies for the exercise of some state powers entrusted to it by this Federal Law and for rendering services to meet governmental needs.

2. For the purpose of exercising the activities provided for by the long-term programme of the Corporation's activities the Corporation shall receive property contributions of the Russian Federation from the federal budget.

3. The Corporation shall devise and forward to the Government of the Russian Federation proposals concerning the draft federal law on the federal budget for a regular financial year and planning period. The long-term programme of the Corporation's activities shall be deemed grounds for preparing the Corporation's draft budget for a regular financial year and planning period.

4. Under this Federal Law the Corporation may be granted state guarantees in the procedure provided for by the budget legislation of the Russian Federation on the basis of decisions of the President of the Russian Federation or the Government of the Russian Federation.

## **Chapter 5. The Corporation's Management**

### **Article 22. The Corporation's Bodies**

1. As the Corporation's managerial bodies shall be deemed the Corporation's supervisory board, the Corporation's director general and the Corporation's board of directors.

2. The Corporation's audit commission shall be the body responsible for the exercise of control over the Corporation's financial and economic activities.

3. The consultative body, that is, the Corporation's scientific and technical council, shall be established in the Corporation.

### **Article 23. The Corporation's Supervisory Council**

1. The Corporation's supervisory council shall be the Corporation's supreme managerial body.

2. The Corporation's supervisory council shall include nine members, eight of them being representatives of the President of the Russian Federation and the Government of the Russian Federation, as well as the Corporation's director general who shall be a member of the supervisory council ex officio.

3. The chairman of the Corporation's supervisory council shall be appointed by the President of the Russian Federation from among members of the Corporation's supervisory council concurrently with the appointment of members of the Corporation's supervisory council.

4. Members of the Corporation's supervisory council, except for the Corporation's director general, shall not work for the Corporation on a permanent basis.

5. Members of the Corporation's supervisory council are entitled to combine membership in the Corporation's supervisory council with occupation of a public office in the Russian Federation, a public office in a constituent entity of the Russian Federation, a municipal office, as well as an office in civil or municipal service.

6. The Corporation's supervisory council shall recommend to the Corporation's director general a candidate for appointment to the office of the secretary of the supervisory council who shall be an employee of the Corporation on its staff.

### **Article 24. The Authority of the Corporation's Supervisory Council**

1. The Corporation's supervisory council shall exercise the following powers:

1) shall endorse basic guidelines of the Corporation's activities and financial and economic indices of the Corporation's activities for a regular year;

2) shall approve a draft long-term programme of the Corporation's activities and shall forward it to the Government of the Russian Federation;

3) shall endorse the financial plan of the Corporation's activities for at least three years drafted in compliance with the long-term programme of the Corporation's activities;

4) shall approve the procedure for spending and directions of spending the Corporation's profit;

5) shall endorse the procedure for spending assets of the Corporation's special reserve funds and a list of works (services) financed from the Corporation's special reserve funds;

6) shall forward to the Government of the Russian Federation the Corporation's standing orders for endorsement;

7) shall endorse the Corporation's annual report and shall forward it to the Government of the Russian Federation;



8) shall approve the audit organisation selected on a competitive basis for auditing the Corporation's reporting documents;

9) shall approve the regulations on the Corporation's audit commission and shall render decisions on the appointment and preschedule dismissal of members and the chairman of the audit commission;

10) shall render decisions on establishment of the Corporation's funds and shall endorse a procedure for spending assets of these funds;

11) shall render decisions on major issues of subordinate enterprises' activities, in particular shall coordinate the appointment of chief designers of subordinate enterprises;

12) shall render decisions on major issues of activities of the Corporation's organisations. A list of such issues and a list of the Corporation's organisations shall be defined by the Corporation's supervisory council;

13) shall render decisions on allocation of the part of subordinate enterprises' profit left at the disposal thereof after paying taxes, fees and making other obligatory payments to the Corporation's revenues;

14) shall render a decision on the Corporation's participation in authorised capitals of companies, as well as in other organisations, and shall define the conditions of such participation;

15) shall render decisions on making a transaction or several interrelated transactions connected with acquisition, alienation or probable alienation by the Corporation of property whose value exceeds the amount established by the Corporation's supervisory council;

16) shall determine the procedure for making investments in Russian and foreign companies;

17) shall appoint and dismiss members of the Corporation's board of directors at the proposal of the Corporation's director general;

18) shall endorse regulations on the Corporation's board of directors;

19) shall make a labour contract with the Corporation's director general;

20) shall exercise other powers provided for by this Federal Law.

2. The powers of the Corporation's supervisory council provided for by this Federal Law may not be transferred to other Corporation bodies.

#### **Article 25. Meetings of the Corporation's Supervisory Council**

1. Meetings of the Corporation's supervisory council shall be called by the chairman of the supervisory council or by the member of the supervisory council authorized by the chairman of the supervisory council at least once every three months.

2. A meeting of the Corporation's supervisory council shall be presided over by the chairman thereof or, in the absence thereof, by the member of the supervisory council authorised by the chairman of the supervisory council.

3. The Corporation's supervisory council is legally qualified to render decisions, if at least half of its members attend a meeting thereof. Decisions of the Corporation's supervisory council shall be adopted by a simple majority of votes of the supervisory council's members attending a meeting. In the event of a tied vote, the person presiding over a meeting of the Corporation's supervisory council shall have the casting vote.

4. An extraordinary meeting of the Corporation's supervisory council shall be held by decision of the chairman thereof, at the request of the Corporation's audit commission or an audit organisation.

5. The record of a meeting of the Corporation's supervisory council shall be signed by the person presiding over the meeting. The opinion the members of the Corporation's supervisory council constituting a voting minority shall be entered into the record thereof by their request.

6. The Corporation's supervisory council is entitled to hold absentee meetings. A procedure for holding an absentee vote shall be endorsed by the Corporation's supervisory council.

7. The secretary of the Corporation's supervisory council shall ensure preparation and holding of meetings, record keeping and custody of records of the Corporation's supervisory council.

8. The Corporation's director general shall ensure the exercise of control over execution of orders of the Corporation's supervisory council and the head of the supervisory council.

#### **Article 26. The Corporation's Director General**

1. The Corporation's director general shall be the Corporation's sole executive body and shall manage its current activities.

2. The Corporation's director general shall be appointed and dismissed by the President of the Russian Federation at the proposal of the Chairman of the Government of the Russian Federation.

3. The Corporation's director general shall attend meetings of the Government of the Russian Federation, shall be invited to meetings held by federal executive bodies and state power bodies of constituent entities of the Russian Federation.

4. The Corporation's director general may not concurrently hold the post of the chairman of the Corporation's supervisory council.

**Article 27. The Authority of the Corporation's Director General**

The Corporation's director general:

1) shall act on behalf of the Corporation and represent its interests without a letter of attorney in its relations with federal state power bodies, state power bodies of constituent entities of the Russian Federation, local self-government bodies of municipal entities, Russian and foreign organisations, as well as with international organisations;

2) shall head the Corporation's board of directors and shall arrange implementation of decisions of the Corporation's supervisory council and of the Corporation's board of directors;

3) issue orders, regulations, instructions and directions relating to the Corporation's activities;

4) shall submit the financial plan of the Corporation's activities for endorsement by the Corporation's supervisory council;

5) shall endorse directives for the Corporation's representatives in the boards of directors (supervisory councils) of the Corporation's joint-stock companies;

6) shall appoint and dismiss his/her deputies working for the Corporation on a permanent basis who may be members of the Corporation's board of directors;

7) shall distribute duties to his/her deputies;

8) shall endorse the Corporation's organisational structure;

9) shall submit to the Corporation's supervisory council proposals concerning the appointment and dismissal of members of the Corporation's board of directors;

10) shall employ and dismiss the Corporation's employees, shall make, change and dissolve labour contracts with them in compliance with the labour legislation and other regulatory legal acts which contain labour law rules;

11) shall be vested with the authority to classify data as constituting a state secret and shall endorse a list of data which are subject to encryption in compliance with the legislation of the Russian Federation;

12) shall issue powers of attorney, open settlement accounts and personal accounts with the federal treasury agencies, as well as other accounts with banks and other credit institutions in the procedure established by the legislation of the Russian Federation;

13) shall endorse regulations on the Corporation's scientific and technical council;

14) shall endorse the rate and form of labour wages for the Corporation's employees in compliance with the legislation of the Russian Federation;

15) shall render decisions on the establishment of branches and of representative offices and on setting up the Corporation's institutions, as well as approve regulations on them or their charters;

16) shall submit the Corporation's annual report to the Corporation's supervisory council for endorsement;

17) shall render decisions on other issues relating to the Corporation's activities, except for those which pertain to the authority of the Corporation's supervisory council and the board of directors.

**Article 28. The Corporation's Board of Directors**

1. The Corporation's board of directors shall be the Corporation's executive body. The Corporation's board of directors shall include the Corporation's director general who shall be a member of the board of directors ex officio and other members of the board of directors. The Corporation's director general shall manage the activities of the Corporation's board of directors.

2. Members of the Corporation's board of directors shall be appointed and dismissed by the Corporation's supervisory council at the proposal of the Corporation's director general and shall work for the Corporation on a permanent basis.

3. The Corporation's board of directors shall be guided in its activities by this Federal Law and the regulations on the Corporation's board of directors. The regulations on the Corporation's board of directors shall be endorsed by the Corporation's supervisory council.

4. At a meeting held by the Corporation's board of directors a record thereof shall be kept which shall be signed by the person presiding over the meeting and forwarded to members of the Corporation's supervisory council, members of the Corporation's audit commissions and an audit company at the request thereof.

5. Meetings of the Corporation's board of directors shall be arranged by the Corporation's director general or by the person authorized by him/her.

**Article 29. The Authority of the Corporation's Board of Directors**

The Corporation's board of directors shall exercise the following authority:

1) shall submit for approval by the Corporation's supervisory council proposals concerning the basic guidelines of activities and financial and economic indices of the Corporation's activities for a regular year;

2) shall define the Corporation's position as the stockholder in respect of the activities of the joint-stock companies whose stocks are possessed by the Corporation, except for the matters which pertain to the scope of authority of the Corporation's supervisory council;

3) shall devise draft long-term programmes of the Corporation's activities and the financial plan of the Corporation's activities stipulating, in so doing, the volume of spending and areas of disposal of assets contained in the Corporation's special reserve funds;

4) shall prepare proposals as to the areas of disposal of the Corporation's profit;

5) shall prepare proposals on setting up branches and representative offices, as well as establishing the Corporation's institutions;

6) shall endorse a list of projects to be financed out of the Corporation's special reserve funds;

7) shall endorse a procedure for including the part of profit of subordinate enterprises left at their disposal after paying taxes, fees and making other obligatory payments into the Corporation's revenues;

8) shall endorse the Corporation's annual report before presentation thereof to the Corporation's supervisory council;

9) shall endorse annual accounting reporting documents of the Corporation's institutions;

10) shall exercise other powers vested in the Corporation's board of directors by decisions of the Corporation's supervisory council.

**Article 30. The Corporation's Scientific and Technical Council**

1. The Corporation's scientific and technical council shall be a consultative and advisory body established for the purpose of rendering scientific-and-methodological, informational-and-analytical and expert support to the Corporation's activities.

2. The regulations on the Corporation's scientific and technical council and its personal composition, as well as the procedure for appointing members of the scientific and technical council, shall be endorsed by the Corporation's director general.

**Article 31. The Corporation's Audit Commission**

1. The Corporation audit commission shall be established for exercising control over the Corporation's financial and economic activities.

2. The procedures for exercising control by the Corporation's audit commission shall be defined by this Federal Law and regulations on the Corporation's audit commission. The regulations on the Corporation's audit commission shall be endorsed by the Corporation's supervisory council.

3. The chairman and other members of the Corporation's audit commission shall be appointed by the Corporation's supervisory council for a five-year term. Members of the Corporation's audit commission may be appointed an unlimited number of times.

4. Members of the Corporation's audit commission may not hold offices in the Corporation's managerial bodies.

5. The following shall pertain to the scope of authority of the Corporation's audit commission:

1) confirmation of the reliability of data contained in the Corporation's annual report;

2) verification of the effectiveness of using budget assets;

- 3) verification of the effectiveness of using the Corporation's possessions and other resources, exposure of reasons for non-productive outlays and losses;
- 4) verification of the exercise of activities aimed at the elimination of violations and drawbacks previously detected by the Corporation's audit commission;
- 5) verification of the compliance with decisions related to the Corporation's financial and economic activities which are rendered by the Corporation's supervisory council, director general and board of directors with this Federal Law and other regulatory legal acts of the Russian Federation;
- 6) exercise of control over the goal-oriented spending of assets of the Corporation's special reserve funds;
- 7) preparation of recommendations for the Corporation's supervisory council and board of directors in respect of the development of the financial plan of the Corporation's activities and adjustment thereof;
- 8) other matters pertaining to the scope of authority of the Corporation's audit commission in compliance with the regulations on the Corporation's audit commission.

**Article 32. Internal Control**

1. A structural unit for internal audit shall be set up in the Corporation's organisations for exercising internal control.
2. The head of the structural unit for internal audit shall be appointed by the Corporation's director general.
3. The following shall pertain to the scope of authority of the structural unit for internal audit:
  - 1) verification of financial and economic activities of the Corporation's organisations;
  - 2) verification of observance of the established order of bookkeeping and drawing up accounting report documents at the Corporation's organisations;
  - 3) verification of lawfulness of economic transactions made by the Corporation's organisations;
  - 4) verification of the effectiveness of disposing of possessions and other resources of the Corporation's organisations;
  - 5) verification of goal-oriented disposal of assets of the Corporation's special reserve funds by the Corporation's organisations;
  - 6) exercise of control over financial and economic activities of the Corporation's institutions, joint-stock companies and their branches and dependent companies, as well as of subordinate enterprises, by decision of the Corporation's supervisory council, director general or board of directors.

**Article 33. The Corporation's Standing Orders**

1. The Corporation's standing orders shall be endorsed by the Government of the Russian Federation.
2. The corporation's standing orders shall set up a procedure and rules for exercising the powers and functions entrusted to the Corporation which are provided for by this Federal Law and must contain the following sections:
  - 1) general provisions regulating the scope of the Corporation's activities;
  - 2) procedure for implementation by the Corporation of instructions of the President of the Russian Federation and the Government of the Russian Federation;
  - 3) procedure for the Corporation's interaction with federal state power bodies, state power bodies of constituent entities of the Russian Federation and local authorities of municipal entities when the Corporation exercises its functions;
  - 4) procedure for handling citizens' applications;
  - 5) procedure for supplying information in the established area of activities.
3. The Corporation's standing orders may contain other sections to be included therein at the proposal of the Corporation's supervisory council, director general or board of directors.

**Chapter 6. The Corporation's Reporting and Auditing of Its Reporting**

**Article 34. The Corporation's Accounting and Reporting**

1. The Corporation shall keep accounts, draw up and submit accounting and statistical reports in the procedure set by the legislation of the Russian Federation.
2. As the Corporation's reporting year shall be deemed a calendar year from January 1 through December 31 inclusive.
3. The Corporation is obliged to draw up an annual report every year.
4. The Corporation's annual report shall consist of the following:
  - 1) the report on the Corporation's activities within the reporting year;
  - 2) the Corporation's annual accounting reporting documents;
  - 3) the Corporation's consolidated financial reporting documents.
5. The report on the Corporation's activities within the reporting year shall include the following:
  - 1) data on the implementation of the programme for the Corporation's activities;
  - 2) data on the disposal of the Corporation's possessions and possessions of the Corporation's organisations;
  - 3) data on the establishment and use of the Corporation's special reserve funds, as well as on their management;
  - 4) other data on execution by the Corporation of this Federal Law.
6. The extent and form (forms) of the report on the Corporation's activities within the reporting year shall be established by the Government of the Russian Federation at the proposal of the Corporation's supervisory council.
7. The Corporation's annual accounting report documents shall include, along with the reporting documents specified by the legislation of the Russian Federation on bookkeeping, a report on disposal of federal budget funds and a report on the state reserve of special raw materials and fissile materials. Forms of the reports provided for by this part and a procedure for drawing them up and their submission shall be established in compliance with the budget legislation of the Russian Federation.
8. The Corporation's consolidated financial reporting documents shall include the appropriate indices of the Corporation, of the Corporation's institutions, the Corporation's joint-stock companies and branch companies, as well as of subordinate enterprises and subordinate institutions thereof.
9. The Corporation's annual report, except for the Corporation's annual accounting reporting documents, shall be drawn up at the latest on May 1 of the year following the reporting year. The Corporation's annual report shall be endorsed by the Corporation's supervisory council at the latest on May 30 of the year following the reporting year. The Corporation's annual report shall be submitted to the Government of the Russian Federation at the latest within seven calendar days as of the date of its endorsement.
10. The procedure for publication of the Corporation's annual report, in particular the extent of information to be published, shall be established by the Corporation's supervisory council.

#### **Article 35. Auditing of the Corporation's Reporting Documents**

1. The Corporation's annual accounting reporting documents and consolidated financial reporting documents are subject to mandatory verification by an audit organisation.
2. To verify the Corporation's annual accounting reporting documents and consolidated financial reporting documents the Corporation's supervisory council shall approve an audit organisation selected on a competitive basis, as well as the amount of remuneration to be paid to it.
3. Mandatory auditing of the Corporation's annual accounting report documents and consolidated financial reporting documents shall be carried out before endorsement of the Corporation's annual report.
4. An audit opinion in respect of the reliability of the Corporation's annual accounting reporting documents and consolidated financial reporting documents shall be submitted together with the Corporation's annual report to the Government of the Russian Federation.
5. Extraordinary auditing of the Corporation's accounting reporting documents may be carried out by decision of the Corporation's supervisory council.

### **Chapter 7. Procedure for Establishing the Corporation and Procedure for Transfer to the Corporation of Certain Kinds of Property as a Property Contribution of the Russian Federation**

**Article 36. Procedure for Establishing the Corporation**

1. The Corporation's state registration shall be effected on the basis of this Federal Law within 10 days as of the date of its official publication without submitting any additional documents.

2. The Corporation's managerial bodies shall be formed in the procedure established by this Federal Law within a thirty-day term as of the date of its official publication.

3. The Government of the Russian Federation:

1) within a thirty-day term as of the date of the Corporation's state registration shall transfer to the Corporation as a property contribution of the Russian Federation the stocks of the Open Joint-Stock Company Atomnyi Energeticheskiy Kompleks (the City of Moscow);

2) shall transfer to the Corporation property as a property contribution of the Russian Federation;

3) after adoption in the established procedure of the decision to liquidate the Federal Agency on Atomic Energy shall render the decision to transfer to the Corporation the property assigned for day-to-day management to the said Federal Agency, including the buildings located to the following addresses: the city of Moscow, Bolshaya Ordinka Street 24/26, the city of Moscow, Staromonetnyi Pereulok 26 and the city of Moscow, Staromonetnyi Pereulok 26, Building 2.

**Article 37. Procedure for Transfer to the Corporation of Property Complexes of State Federal Unitary Enterprises, as Well as of the Property Assigned for Day-to-Day Management to Federal State Institutions as Property Contribution of the Russian Federation**

1. The property complexes of federal unitary enterprises, as well as the property assigned for day-to-day management to federal state institutions as a property contribution of the Russian Federation, shall be transferred to the Corporation on the basis of decisions of the President of the Russian Federation and the Government of the Russian Federation adopted in compliance with this Federal Law.

2. The composition of the property complex of a federal state unitary enterprise, as well as of the property which is assigned for day-to-day management to federal state institutions and which is subject to transfer to the Corporation as a property contribution of the Russian Federation, shall be specified in a transfer certificate.

3. A transfer certificate shall be drawn up on the basis of data contained in the deed of inventory of the property of a federal state unitary enterprise or federal state institution, as well as in the documents concerning the land plots issued in the established procedure to an appropriate federal state unitary enterprise or federal state institution.

4. The transfer certificate shall specify all kinds of property of a federal state unitary enterprise or federal state institution, including buildings, structures, constructions, equipment, implements, raw materials, products, rights of claim and debts, in particular obligations of the said enterprise or institution to make time payments to the citizens it is liable to for inflicting harm on their life or health, as well as the rights to the denominations which individualize said enterprise or institution, its products, works and services (company's name, trade marks, service marks) and other exclusive rights.

5. The transfer certificate shall include data on the land plots transferred in the established procedure to an appropriate federal state unitary enterprise or federal state institution.

6. The transfer certificate shall contain an estimation of the balance sheet value of the assets of a state unitary enterprise or federal state institution. The balance sheet value of assets of the said enterprise or institution shall be estimated on the basis of data of the interim balance sheet drawn up subject to the results of an inventory of property of an appropriate enterprise or institution as of the date of drawing up the deed of inventory. The balance sheet value of assets shall be determined as the net wealth value of an appropriate enterprise or institution estimated on the basis of data of the interim balance sheet and the value of the land plots transferred to the Corporation which is estimated in compliance with Item 2 of Article 2 of Federal Law No. 137-FZ of October 25, 2001 on Putting into Operation the Land Code of the Russian Federation, less the balance sheet value of the facilities which are not included into the transfer certificate.

7. Transfer certificates shall be endorsed by the federal executive body authorised by the Government of the Russian Federation.

8. The rights and duties under obligations of federal state unitary enterprises in respect of their creditors and debtors shall be transferred to the Corporation on the basis of a transfer certificate for each enterprise in compliance with the legislation of the Russian Federation. It shall not be necessary to obtain creditors' consent to the transfer of their claims to the Corporation.

9. As a notice of transfer under the Corporation's ownership of the property complexes of federal state unitary enterprises and the property of federal state institutions shall be deemed publication of the decision of the Government of the Russian Federation on the transfer of the said facilities to the Corporation.

10. Claims of creditors of the federal state unitary enterprises whose property complexes are to be transferred to the Corporation as a property contribution of the Russian Federation, as well as claims of creditors of the federal state institutions which are to be transferred to the Corporation, shall be satisfied in compliance with the terms and content of the obligations they are based upon. In so doing, the rules of Items 1 and 2 of Article 60 of the Civil Code of the Russian Federation shall not apply.

11. After transfer to the Corporation of the property complexes of federal state unitary enterprises as a property contribution of the Russian Federation the said enterprises shall be terminated and deleted from the comprehensive state register of legal entities in the established procedure.

12. The transfer to the Corporation of the rights of property to immovable property units (including land plots and construction projects in progress) arising prior to date of entry into force of Federal Law No. 122-FZ of July 21, 1997 on the State Registration of Rights to Immovable Property and Transactions Therewith shall be effected without the state registration of the right of property of the Russian Federation and the rights of the federal state unitary enterprises, as well as of the rights of federal state institutions which have held this property in their ownership.

13. As grounds for the state registration of the Corporation's ownership where it is provided for by Part 12 of this article shall be deemed the decision of the Government of the Russian Federation on transfer to the Corporation of the property complex of a federal state unitary enterprise or on transfer to the Corporation of a federal state institution and transfer certificates.

14. The ownership of the property of the federal state institutions transferred to the Corporation shall pass over to it with the right of day-to-day management by the said institutions of the property assigned to them preserved.

15. The ownership of the property of federal state institutions and secondary liability under obligations thereof shall pass over to the Corporation as of the date of signing transfer certificates. The Corporation shall ensure the amending of the constituent documents of the said institutions within two months as of the date of signing transfer certificates.

16. Licences and other permits issued by the Federal Agency on Atomic Energy to legal entities and natural persons shall be valid for the time periods fixed in them and upon their expiry such licences and other permits shall be issued by the Corporation in the established procedure.

17. When transferring to the ownership of the Corporation the property complexes of federal state unitary enterprises, the licences and other permits issued to them shall be re-issued to the Corporation in the following procedure. Within 10 days as of the date of signing a transfer certificate the Corporation shall file with the licencing authority an appropriate application for re-issuing to it the licences and other permits issued to the federal state unitary enterprises. The application shall specify data on the Corporation and data of the document which proves making the appropriate amendments to the comprehensive state register of legal entities. The licencing authority, within 14 days as of the date of receiving the said application, is obliged to re-issue such licences and other permits and send them to the Corporation's address.

18. Open joint-stock companies established in compliance with this Federal Law shall exercise their activities on the basis of licences, other permits and accreditation documents issued to appropriate federal state unitary enterprises within the validity term of these licences and permits but at most within six months as of the date of the state registration of the open joint-stock companies.

19. The Corporation's first accounting balance sheet shall be drawn up on the basis of the approved balance sheet, as well as of data on property transactions, in particular with monetary assets of an appropriate organisation made before the date of the Corporation's state registration.

## **Chapter 8. The Corporation's Authority during the Transitional Period**

### **Article 38. Transitional Period**

1. For the purpose of implementing, in compliance with Items 3 and 4 of Part 1 of Article 18 of this Federal Law, the procedures for transfer to the Corporation of property complexes of federal state unitary enterprises, as well as of the property assigned for day-to-day management to

federal state institutions as a property contribution of the Russian Federation the transitional period shall be provided starting from the date of this Federal Law's entry into force and pending the completion of the procedure for transfer to the Corporation of the said property, its length being three years at most.

2. Within the transitional period the Corporation shall be vested with the following authority:

1) the authority of exercising on behalf of the Russian Federation the rights of the property owner in respect of subordinate enterprises, as well as in respect of subordinate institutions. The Corporation's authority as to the exercise of the rights of the owner of property of subordinate enterprises and subordinate institutions are established by Articles 39 and 40 of this Federal Law. The Corporation shall also exercise other powers established by this Federal Law in respect of subordinate enterprises and subordinate institutions;

*See List of the Federal State Establishments Whose Powers of the Owner of Assets Are Exercised on Behalf of the Russian Federation in the Transition Period by the State Corporation of Atomic Energy-Rosatom approved by Decision of the Government of the Russian Federation No. 346 of May 6, 2008*

2) the authority of the chief administrator of budget assets, the recipient of budget assets, the chief administrator of budget revenues and the administrator of budget revenues.

3. Within the transitional period the Corporation shall exercise on behalf of the Russian Federation the rights of a stockholder of the open joint-stock companies established by way of transformation of the federal state unitary enterprises included into the list endorsed by the President of the Russian Federation in compliance with subitem (d) of Item 1 of Part 1 of Article 5 of this Federal Law before transfer of stocks of the said Corporation's joint-stock companies as a property contribution of the Russian Federation.

4. The rights and duties under the state contracts made on behalf of the Russian Federation by the Federal Agency on Atomic Energy shall be transferred to the Corporation as of the date of the state registration.

5. Within the transitional period the Corporation shall act in the procedure established by the Government of the Russian Federation as the recipient of budget funds for the following:

- 1) the exercise of the state functions entrusted to the Corporation by this Federal Law;
- 2) rendering of state services, in particular payments under contracts for supplying commodities, carrying out works and rendering services for meeting state needs;
- 3) granting of subsidies to legal entities, in particular to non-profit institutions;
- 4) provision of budget investments to legal entities for exercising the activities established by this Federal Law;
- 5) development, purchase and repair of armaments, military and special equipment, products of industrial engineering purpose and property within the framework of the state defence order;

6) purchase of special raw materials and fissile materials for replenishment of the state reserve;

7) exercise of other activities provided for by the long-term programme of the Corporation's activities.

6. The Corporation in cooperation with federal state executive bodies shall carry out procedures for transformation or liquidation of subordinate enterprises and subordinate institutions in the order established by the Government of the Russian Federation.

7. Subordinate enterprises shall be transformed into open joint-stock companies in compliance with the legislation of the Russian Federation on privatization and subject to the specifics established by Federal Law No. 13-FZ of February 5, 2007 on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Activity of Atomic Energy Use and on Amending Certain Legislative Acts of the Russian Federation.

#### **Article 39. The Corporation's Authority to Exercise the Rights of the Owner of Subordinate Enterprises' Property**

1. The Corporation shall exercise in respect of the federal state unitary enterprises included into the list endorsed by the President of the Russian Federation in compliance with subitem (b) of Item 1 of Part 1 of Article 5 of this Federal Law the following powers of the property owner:



1) shall endorse statutes of subordinate enterprises, amend them and form the authorized funds of the said subordinate enterprises;

2) on the basis of decisions of the President of the Russian Federation shall re-organise and liquidate subordinate enterprises included into the list of strategic enterprises and strategic joint-stock companies which is endorsed by Decree of the President of the Russian Federation No. 1009 of August 4, 2004 on Endorsement of the List of Strategic Enterprises and Strategic Joint-Stock Companies (hereinafter referred to as the Decree of the President of the Russian Federation on Endorsement of the List of Strategic Enterprises and Strategic Joint-Stock Companies) and into the list of the organisations pertaining to the nuclear arms complex of the Russian Federation, which are subordinate to the Federal Agency on Atomic Energy and whose privatization is prohibited, endorsed by Decree of the President of the Russian Federation No. 556 of April 27, 2007 on ReStructuring the Atomic Power Industry Complex of the Russian Federation (hereinafter referred to as the Decree of the President of the Russian Federation on Re-Structuring the Atomic Power Industry Complex of the Russian Federation);

3) shall render decisions on re-organisation and liquidation, and shall re-organise and liquidate, subordinate enterprises, except for enterprises included into the list of strategic enterprises and strategic joint-stock companies which is endorsed by the Decree of the President of the Russian Federation on Endorsement of the List of Strategic Enterprises and Strategic Joint-Stock Companies and into the list endorsed by the Decree of the President of the Russian Federation on Re-Structuring the Atomic Power Industry Complex of the Russian Federation;

4) shall make proposals as to the assignment of federal property to subordinate enterprises for day-to-day management;

5) shall appoint and dismiss heads of subordinate enterprises, make, change and terminate labour contracts with them in compliance with the labour legislation and other regulatory legal acts containing labour law rules;

6) shall coordinate the employment and dismissal of chief accountants of subordinate enterprises, conclusion, changing and termination of labour contracts with them;

7) shall render decisions on major issues of subordinate enterprises' activities, in particular shall coordinate the appointment of chief designers of subordinate enterprises;

8) shall approve annual accounting report documents and reports of subordinate enterprises;

9) shall define a procedure for drawing up, endorsement and fixing indices of plans (programmes) of subordinate enterprises' financial and economic activities;

10) shall exercise control over proper use and safekeeping of the property possessed by subordinate enterprises;

11) shall endorse economic efficiency indices of subordinate enterprises' activities and shall exercise control over attainment thereof;

12) shall set binding tasks for subordinate enterprises;

13) shall render decisions on holding audit inspections;

14) shall approve the audit organisation and shall fix its remuneration;

15) shall give its consent to the disposal of immovable property, to making major transactions and interested party transactions to the head of a subordinate enterprise and, where its is provided for by regulatory legal acts or statutes of subordinate enterprises, to other transactions;

16) shall give its consent to participation of subordinate enterprises in associations and other unions of profit-making organisations, as well as in other profit-making and non-profit organisations;

17) shall give its consent to the establishment of branches and representative offices of subordinate enterprises;

18) shall render decisions on re-distribution of federal property to subordinate enterprises;

19) shall coordinate borrowings by subordinate enterprises;

20) shall render decisions on the increase or decrease of the authorized capital of a subordinate enterprise;

21) shall define a procedure for allocating the part of the profit of subordinate enterprises left at their disposal after payment of taxes, fees and making other obligatory payment to the Corporation's revenues;

22) shall render a decision to allocate the part of the profit of subordinate enterprises left at their disposal after paying taxes, fees and making other obligatory payments to the Corporation's revenues.

2. The Corporation is entitled to file claims in court for declaring invalid transactions with a subordinate enterprise's property which may be solely made with the Corporation's consent, as well as to demand the invalidity of void transactions, if such transactions have not been coordinated with the Corporation.

3. The Corporation is entitled to obtain on demand the property of a subordinate enterprise that has been illegally alienated.

**Article 40. The Corporation's Authority to Exercise the Rights of the Owner of Subordinate Institutions' Property**

1. The Corporation shall exercise the following rights of the owner of subordinate institutions' property:

1) shall endorse statutes of subordinate institutions and amend them, in particular endorse new wordings of statutes of subordinate institutions;

2) shall re-organise and liquidate subordinate institutions in the procedure established by the legislation of the Russian Federation;

3) shall assign property to subordinate institutions for day-to-day management;

4) shall determine the procedure for drawing up, endorsement and fixing indices of plans (programmes) of financial and economic activities of subordinate institutions;

5) shall appoint and dismiss heads of subordinate institutions, make, change and terminate labour contracts with them in compliance with the labour legislation and other normative legal acts having labour law rules therein;

6) shall coordinate employment and dismissal of chief accountants of subordinate institutions, coordinate making, changing and termination of labour contracts with them;

7) shall approve annual accounting report documents and reports of subordinate institutions;

8) shall exercise control over proper use and safekeeping of the property assigned to subordinate institutions;

9) shall withdraw subordinate institutions' excessive property, as well as that which is not used or used for the wrong purpose, assigned to them by the possessor thereof or acquired by subordinate institutions on account of the assets allocated by the possessor for acquisition of this property;

10) shall give its consent to the establishment of branches and representative offices of subordinate institutions;

11) shall give its consent to participation of subordinate institutions in other legal entities;

12) shall give its consent to making transactions with the property assigned to subordinate institutions where the property's disposal is allowed by federal laws.

2. The Corporation is entitled to obtain on demand the property of a subordinate institution which is illegally alienated.

**Chapter 9. The Corporation's Re-Organisation and Liquidation**

**Article 41. The Corporation's Re-Organisation and Liquidation**

1. The Corporation may be re-organised or liquidated on the basis of the federal law specifying the procedure for its re-organisation and liquidation.

2. In the event of the Corporation's re-organisation, the rules of Items 1 and 2 of Article 60 of the Civil Code of the Russian Federation shall not apply. It is not required to obtain creditors' consent to the transfer of their claims.

3. In the event of the Corporation's liquidation, the Corporation's property shall be transferred into federal ownership.

**Chapter 10. Final Provisions**

**Article 42. Entry of this Federal Law into Force**

This Federal Law shall enter into force as of the date of its official publication.

President of the Russian  
Federation

V. Putin

The Kremlin, Moscow  
December 1, 2007  
No. 317-FZ

# **EXHIBIT 13**

**to**

## **Notice of Change of Control and Ownership Information**

### **Biographical information on Rosatom's current Senior Management Team and Board Members**

## **ROSATOM BOARD OF DIRECTORS (EXECUTIVE OFFICERS)**

|                         |   |
|-------------------------|---|
| Sergey Kirienko         | Director General  |
| Evgeny Evstratov        | Deputy Director General, Nuclear and Radiation Safety                           |
| Ivan Kamenskikh         | Deputy Director General, Directorate for Nuclear Weapons Complex                |
| Aleksander Lokshin      | Deputy Director General, Directorate for Nuclear Power Complex                  |
| Tatiana Elfimova        | Deputy Director General, Public Authority Execution and Budgeting               |
| Viktor Ratnikov         | Deputy Director General, Property Management                                    |
| Petr Shchedrovitskiy    | Deputy Director General, Strategic Development, Scientific and Technical Policy |
| Tatiana<br>Kozhevnikova | Deputy Director General, Human Resources  |
| Evgeny Sofyin           | Deputy Director General, Security   |
| Nikolay Solomon         | Deputy Director General, Finance and Economics                                  |
| Nikolay Spasskiy        | Deputy Director General, International Cooperation                              |



**SERGEY KIRIENKO**  
**Director General**

Sergey Kirienko was born on July 26, 1962, in Sukhumi. Mr. Kirienko attended the Shipbuilding Department of Gorky Institute of Water Transport Engineers, from which he graduated in 1984. Following two-year compulsory military service, Mr. Kirienko started as a foreman at Krasnoye Sormovo Shipyard. While at Krasnoye Sormovo, Mr. Kirienko became Secretary of the Shipyard's Komsomol committee and, subsequently, First Secretary of the Gorky Region Komsomol committee. In the early 1990s, Mr. Kirienko headed the AMK Youth Concern. Between 1991 and 1993, Mr. Kirienko attended the Governmental Academy of National Economy, where he specialized in Finance and Banking.

Mr. Kirienko held a number of governmental and elected positions:

- March 1990: Elected to the Gorky Regional Council of People's Deputies;
- 1993 - 1996: Founded and chaired the Board of Nizhny Novgorod Social and Trading Bank "Garantia";
- August 1994: Member of the Council for Industrial Policy and Business with the President of the Russian Federation;
- 1996 -1997: President of NORSI-Oil petroleum company;
- 1997: First Deputy Minister of Fuel and Energy;
- April 1998-August 1998: Prime-Minister, the Government of the Russian Federation;
- 1998: Headed Political Movement Novaya Sila (New Power);
- 1999: Co-chaired and led the electoral block Soyuz Pravikh Sil (Right Forces Alliance);
- December 1999: Elected to the State Duma of the Federal Assembly of Russia, as No. 1 on the party's election list; Leader of the Right Force Alliance fraction in the State Duma of the third convocation;
- May 2000: Appointed Plenipotentiary Representative of the President in the Volga Federal District, and Permanent Member of the National Security Council;
- 2001: Appointed Chairman of State Committee on Chemical Disarmament;
- November 2005: Head of the Federal Atomic Energy Agency; Co-Chairman of intergovernmental commissions on trade and economic cooperation with Iran and Kyrgyzstan;
- 2007 - Present: Director General of State Atomic Energy Corporation "Rosatom"

Mr. Kirienko was awarded the Order of Honor.

**EVGENY EVSTRATOV**  
Deputy Director General  
Director of Directorate for Nuclear and Radiation Safety



Evgeny Evstratov was born on July 10, 1961, in Angarsk (Irkutsk Region). Mr. Evstratov graduated from Moscow Physics and Engineering Institute in 1984, majoring in Experimental Nuclear Physics.

Between 1984 and 1991, Mr. Evstratov worked as Engineer, Associate Research Assistant, and Research Assistant at Troitsk Branch of the Institute of Nuclear Physics (TRINITI).

In 1991-2007, Mr. Evstratov served as Senior Research Assistant, Acting Deputy Director, and Deputy Director of Nuclear Safety Institute of the Russian Academy of Sciences (IBRAE RAN).

In January of 2008, Mr. Evstratov was appointed Deputy Head of the Federal Atomic Energy Agency, and, in April 2008, Deputy Director General of State Atomic Energy Corporation "Rosatom".



**IVAN KAMENSKIKH**  
Deputy Director  
Directorate for Nuclear Weapons Complex



Ivan Kamenskikh was born on February 3, 1946 in Ocher, Perm region. Mr. Kamenskikh graduated from Perm Polytechnic Institute in 1970 with a specialization of Mechanical Engineer.

In the period from 1970 to 2000, Mr. Kamenskikh held various positions at the Federal Nuclear Center Russian Scientific and Research Institute of Engineering Physics (VNIITF) in Snezhinsk, Chelyabinsk Region, including Design Engineer, Senior Design Engineer, Department Head, Sector Head, First Deputy Chief Designer, and First Deputy Chief Engineer.

In 2000-2004, Mr. Kamenskikh was Deputy Minister of the Russian Federation for Atomic Energy. In 2004-2008, Mr. Kamenskikh served as Deputy Head and Acting Head of the Federal Atomic Energy Agency.

In May 2008, Mr. Kamenskikh was appointed Deputy Director General of State Atomic Energy Corporation "Rosatom".

Mr. Kamenskikh was awarded the Order of Credit and Order of Friendship. Mr. Kamenskikh is a recipient of official letters of appreciation from the President and the Government of the Russian Federation.

**ALEKSANDER LOKSHIN**  
Deputy Director General  
Directorate for Nuclear Power Complex



Alexander Lokshin was born on October 11, 1957 in Chita. Mr. Lokshin holds a degree in Thermal Physics from Leningrad Polytechnic Institute.

Between 1980 and 1996, Mr. Lokshin worked as Engineer, Senior Engineer of Thermal Tests Laboratory, Senior Engineer of Reactor Control, Unit Shift Supervisor, and Plant Shift Supervisor at Unit 2 of Smolensk Nuclear Power Plant.

From 1996 to 2001, Mr. Lokshin worked at Rosenergoatom Concern. In the period from 1996 to 1998, Mr. Lokshin was Deputy Head of the General Department for Safety and Development, Deputy Head of Commerce Department, Head of the Information Analysis Department. In 1998 and until 2001, Mr. Lokshin held the position of First Deputy Director for Marketing, Economic and Commercial Activities at Rosenergoatom Concern.

In 2001, Mr. Lokshin became Director of the Smolensk Nuclear Power Plant, concurrently holding the powers of Rosenergoatom's deputy Director General.

In 2006, Mr. Lokshin was appointed Deputy Director General of Rosenergoatom. In 2007, Mr. Lokshin became Acting Director General of Rosenergoatom.

In June 2008, Mr. Lokshin was appointed Deputy Director General of State Atomic Energy Corporation "Rosatom".

**TATIANA ELFIMOVA**  
Deputy Director General  
Public Authority Execution and Budgeting



Tatiana Elfimova was born on July 30, 1959, in Moscow. Ms. Elfimova graduated from Moscow State University in 1981, and from Innovation Management Academy in 1997, majoring in Chemistry, Finance, and Credit Management. Ms. Elfimova holds a PhD in Chemistry.

Between 1986 and 1997, Ms. Elfimova worked as Research Assistant and Associate Professor at Moscow Aviation University.

In the period from 1997 to 2000, Ms. Elfimova served as Deputy Head of Budget and Finance Directorate at the Ministry of Energy.

In 2000-2005, Ms. Elfimova worked in the administration of the Plenipotentiary Representative of Russian President in the Volga Federal District as Head of the Information Analysis Department of Administrative Directorate, and as Deputy Head of Administrative Directorate and Assistant to the Plenipotentiary Representative.

In 2005-2006, Ms. Elfimova was Advisor to the Head of Federal Agency for Atomic Energy. In June 2006, Ms. Elfimova was appointed Deputy Head of the Federal Atomic Energy Agency, and, in May of 2008, Deputy Director General of State Atomic Energy Corporation "Rosatom".

Ms. Elfimova is Adjunct Associate Professor at the Academy of Information Systems.

Ms. Elfimova was awarded the Order of Merit of the Second Degree.

**VIKTOR RATNIKOV**  
Deputy Director General  
Property Management



Viktor Ratnikov was born on July 15, 1971 in Mytishchi, Moscow Region.

Mr. Ratnikov is a graduate of Moscow State Linguistics University.

In 1991, Mr. Ratnikov was Senior Consultant at the Committee of Youth Organizations of the USSR.

In 1991-1993, Mr. Ratnikov worked as Adviser at the Moscow Office of the Personality Development Fund "Doveriye".

In 1993- 1994, Mr. Ratnikov served as the Russian Government's Deputy Representative in the Nizhny Novgorod region.

In 1994, Mr. Ratnikov became President of the Personality Development Fund "Doveriye".

Between 1995 and 1996, Mr. Ratnikov headed the Administrative Office of the State Duma's Deputy Group Stabilnost (Stability).

In 1996-1997, Mr. Ratnikov worked as Assistant to a Member of the Council of Federation.

In the period from 1997 to 1998, Mr. Ratnikov worked at the Ministry of Fuel and Energy as Assistant to the Minister, Head of Administrative Department, and Head of Secretariat Department.

In 1998, Mr. Ratnikov became Deputy Head and Head of Secretariat of the First Deputy Prime-Minister of the Russian Federation.

In 1998-2001, Mr. Ratnikov worked as Deputy Head at the Government Information Directorate.

In 2001, Mr. Ratnikov became Head of the Directorate for Coordination of Territorial Bodies of Federal Authorities, and later, Head of Organizational Directorate in the Administration of the Plenipotentiary Representative of the Russian President in the Volga Federal District.

In 2001-2005, Mr. Ratnikov served as Deputy Plenipotentiary Representative of the Russian President in the Volga Federal District.

In 2005-2008, Mr. Ratnikov took the position of Assistant to the Head of the Federal Atomic Energy Agency.

Since 2008, Mr. Ratnkikov has been holding the office of Deputy Director General of State Atomic Energy Corporation "Rosatom" and Head of its Administration Department.

**PETR SHCHEDROVITSKIY**  
Deputy Director General  
Strategic Development, Scientific and Technical Policy



Petr Shchedrovitskiy was born on September 17, 1958 in Moscow. Mr. Shchedrovitskiy holds a PhD in Philosophy. Mr. Shchedrovitskiy has extensive experience working as an expert and consultant in the area of regional development, regional and industrial policies, innovative activities and personnel training.

In 2000-2005, Mr. Shchedrovitskiy was Adviser to the Plenipotentiary Representative of the President in the Volga Federal District on Strategic Development. For a number of years, Shchedrovitskiy has also served as Adviser to the Minister of Science and Education.

In 2005-2006, Mr. Shchedrovitskiy was Director General of the federal state-owned unitary enterprise TsNIIATOMINFORM.

In 2005, Mr. Shchedrovitskiy became Adviser to the Head of the Federal Atomic Energy Agency of the Russian Federation.

In 2006-2007, Mr. Shchedrovitskiy was Chairman of the Board of Directors of VNIIAES Institute.

In 2007-2008, Mr. Shchedrovitskiy took the office of Deputy Director of Atomenergoprom.

In July 2008, Mr. Shchedrovitskiy was appointed Deputy Director General of State Atomic Energy Corporation "Rosatom".

Mr. Shchedrovitskiy serves on the Board of Directors of the Center for Strategic Research North-West Fund.

**TATIANA KOZHEVNIKOVA**  
Deputy General Director  
Human Resources Management



Tatiana Kozhevnikova was born on September 27, 1967 in Moscow. Ms. Kozhevnikova graduated from Moscow State University in 1989 with a degree in Economics. Ms. Kozhevnikova holds a PhD in Economics.

Ms. Kozhevnikova was personnel manager for METRO Cash & Carry from 2002 to 2009.

In 2009, Mr. Kozhevnikova was appointed Deputy Director General for Human Resources Management of the State Atomic Energy Corporation "Rosatom".

**EVGENY SOFYIN**  
Deputy Director General  
Security



Evgeny Sofyin was born on November 16, 1953 in Gorky. Mr. Sofyin graduated from the Faculty of History and Philosophy of Gorky State University in 1975.

Between 1976 and 2007, Mr. Sofyin held several field and managerial positions with the State Security Committee of the USSR and the Federal Security Service of the Russian Federation.

In 2007-2008, Mr. Sofyin became Deputy Head of the Federal Agency for Atomic Energy.

In May 2008, Mr. Sofyin was appointed Deputy Director General of State Atomic Energy Corporation "Rosatom".

Evgeny Sofyin was awarded the Order of Credit and a Medal for Excellence in Defense of Public Order.





**NIKOLAY SOLOMON**  
Deputy Director General  
Finance and Economics

Nikolay Solomon was born on January 03, 1971 in Moscow. Mr. Solomon received a degree in Mechanical Engineering from Moscow State Automobile and Road Technical University in 1993, and in International Economic Relations from Finance Academy under the Government of the Russian Federation in 1995. Mr. Solomon is a member of the England and Wales Association of Certified Accountants.

From 1994 to 2003, Mr. Solomon worked at the Audit and Consulting Departments of PriceWaterhouseCoopers specializing in energy companies.

In 2003-2005, Mr. Solomon was Director of Project Management Department at JSC YUKOS, and Acting Director General of Center for Finance and Accounting.

In 2005, Mr. Solomon became Financial Inspector, and, later, Director for Economy and Control at Siberian Coal Energy Company.

Since February 2009, Mr. Solomon has been Deputy Director General for Finance of State Atomic Energy Corporation "Rosatom".

**NIKOLAY SPASSKIY**  
Deputy Director General  
International Cooperation



Nikolay Spasskiy was born on August 10, 1961 in Sebastopol. Mr. Spasskiy graduated from Moscow State Institute of International Relations with the Ministry of Foreign Affairs with a degree in International Relations and Foreign Languages in 1983. Mr. Spasskiy holds a PhD in History and Political Science.

From 1983 to 1985, Mr. Spasskiy worked as Consultant in the Press Department of the Ministry of Foreign Affairs.

In 1985-1991, Mr. Spasskiy worked on the U.S. and Canada desks at the Ministry of Foreign Affairs.

In 1991, Mr. Spasskiy became Adviser at the Ministry of Foreign Affairs.

In 1991-1997, Mr. Spasskiy worked as Expert, Deputy Director, First Deputy Director, and Director of the North America desk at the Ministry of Foreign Affairs, and was a member of the Ministry Board.

Between 1997 and 2004, Mr. Spasskiy served as Russian Ambassador to Italy and San-Marino.

In 2004-2006, Mr. Spasskiy served on the Security Council of the Russian Federation as Deputy Secretary.

In 2006-2008, Mr. Spasskiy was Deputy Head of the Federal Atomic Energy Agency.

In April 2008, Mr. Spasskiy became Deputy Director General of State Atomic Energy Corporation "Rosatom".

## ROSATOM SUPERVISORY BOARD

|   |  |
|---|--|
|    | <p>Sergey Sobyanin<br/>The Government of the Russian Federation, Vice Prime-Minister;<br/>Government Administration, Head of Administration (Chairman)</p>             |
|    | <p>Andrew Belousov<br/>The Government of the Russian Federation, Government Administration, Department of Economic Activities and Finance, Director</p>                |
|  | <p>Igor Borovkov<br/>The Government of the Russian Federation, Defense Industry Committee Administration, Head;<br/>Russian Government Administration, Deputy Head</p> |
|  | <p>Larissa Brychyova<br/>State Legal Directorate under the President of the Russian Federation, Head;<br/>Assistant to the President of the Russian Federation</p>     |



Arkady Dvorkovitch  
Assistant to the President of the Russian Federation



Sergey Kirienko  
State Atomic Energy Corporation "Rosatom", Director  
General



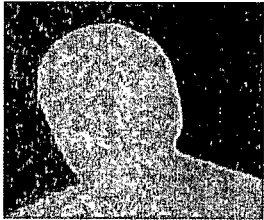
Sergey Priekhodko  
Assistant to the President of the Russian Federation



Sergey Shmatko  
Minister of Energy of the Russian Federation



Vladimir Verhovtsev  
Ministry of Defense of the Russian Federation, 12th Central  
Directorate, Head



Yuri Yakovlev  
Federal Security Service, Economic Security Service,  
Head

**EXHIBIT 14**

**to**

**Notice of Change of Control  
and Ownership Information**

**Law on Atomenergopom**

**FEDERAL LAW**

**NO. 13-FZ OF FEBRUARY 5, 2007**

**ON THE SPECIFICS OF MANAGING, AND DISPOSING OF, THE PROPERTY AND  
STOCKS OF ORGANISATIONS ENGAGED IN THE ACTIVITY OF USING ATOMIC  
ENERGY AND ON AMENDING SOME LEGISLATIVE ACTS OF THE RUSSIAN FEDERATION  
(with the Amendments and Additions of December 1, 2007)**

**Adopted by the State Duma on January 19, 2007  
Endorsed by the Federation Council on January 24, 2007**

**Article 1. Subject of Legal Regulation of this Federal Law and Basic Concepts Applied Therein**

**1.** This Federal Law shall effect legal regulation of the specifics of the relations arising in the course of management and disposal of (in particular in the course of privatization) the property and stocks of organisations of the atomic energy industrial complex of the Russian Federation (hereinafter referred to as the atomic energy industrial complex).

**2.** The operation of this Federal Law shall not extend to the organisations of the nuclear armament complex of the Russian Federation whose list is endorsed by the President of the Russian Federation.

**3.** The following basic concepts shall be applied in this Federal Law:

**1) organisations of the atomic energy industrial complex** mean the federal state unitary enterprises and federal state institutions subordinate to the public administration body in charge of atomic energy use; other legal entities regardless of their organisational and legal form exercising the kinds of activities in the field of atomic energy use provided for by Article 4 of Federal Law No. 170-FZ of November 21, 1995 on the Use of Atomic Energy (hereinafter referred to as the Federal Law on the Use of Atomic Energy); and the public joint-stock company established by decision of the President of the Russian Federation in compliance with Item 1 of Part 1 of Article 3 of this Federal Law. Organisations pertaining to the nuclear armament complex shall be not deemed organisations of the atomic energy industrial complex;

*Federal Law No. 318-FZ of December 1, 2007 reworded Item 2 of Part 3 of Article 1 of this Federal Law  
See the Item in the previous wording*

**2) the public administration body in charge of atomic energy use** means the State Atomic Power Corporation Rosatom vested with the authority to exercise public administration in the field of atomic energy use in compliance with Chapter IV of the Federal Law on Atomic Energy Use and to effect normative and legal regulation in the field of atomic energy use;

**3) the federal executive power body in charge of managing federal property** means the federal executive power body exercising functions in the field of federal property privatization and the authority of the owner, in particular the rights of a stockholder, in the field of this property management.

**Article 2. Basic Principles of Governmental Policy in the Field of Management and Disposal of Property and Stocks of Organisations Pertaining to the Atomic Energy Industrial Complex**

The following shall be deemed the basic principles of state policy in the field of management and disposal of the property and stocks of organisations pertaining to the atomic energy industrial complex:

**1)** ensuring the priority of the stable and safe functioning of the atomic energy industrial complex, in particular compliance with nuclear, radiation, technical and fire safety requirements, with the requirements of ecological safety and with the requirements in the field of environmental protection, physical protection of nuclear installations, radiation sources, nuclear materials, radioactive substances, storage points of nuclear materials and radioactive substances, storage of radioactive wastage, as well as of safekeeping and proper use of the said facilities;

**2)** the obligation of organisations pertaining to the atomic energy industrial complex to supply products (carry out works and render services) for meeting federal needs, in particular for the state reserve of special raw materials and fissile materials;

**3)** ensuring the exercise of governmental control over organisations engaged in the activity of atomic energy use;

- 4) ensuring energy preparedness of the Russian Federation;
- 5) ensuring preservation of a single industrial-technological complex of the organisation engaged in the activity of atomic energy use in compliance with its purpose;
- 6) preservation of state price formation in respect of products (works, services) of defence purpose produced by organisations pertaining to the atomic energy industrial complex;
- 7) creation of conditions for enhancement of the competitive ability of products (works, services) of Russian organisations engaged in industrial and other activity in the field of atomic energy use in the world market;
- 8) observance of international obligations and guarantees in the field of atomic energy use;
- 9) ensuring protection of data constituting a state secret;
- 10) creation of conditions for ensuring break-even operations, as well as profitability of organisations engaged in the activity of atomic energy use.

**Article 3. Procedure for Effecting Structural Transformations in the Atomic Energy Industrial Complex**

**1.** The President of the Russian Federation shall endorse the following:

- 1) a list of the federal state unitary enterprises of the atomic energy industrial complex to be transformed into public joint-stock companies whose stocks will be contributed to the authorized capital of the public joint-stock company established by decision of the President of the Russian Federation (hereinafter referred to as the principal joint-stock company);
- 2) a list of the joint-stock companies of the atomic energy industrial complex whose stocks, which are in federal ownership, are to be contributed to the authorized capital of the principal joint-stock company;
- 3) a list of the federal state unitary enterprises of the atomic energy industrial complex whose property complexes are to be contributed to the authorized capital of the principal joint-stock company;
- 4) a list of the federal state educational establishments of extended professional education (for raising qualifications) pertaining to organisations of the atomic energy industrial complex (hereinafter referred to as federal state establishments of the atomic energy industrial complex) to be transferred to the principal joint-stock company.

**2.** The property of the federal state unitary enterprises of the atomic energy industrial complex and stocks of joint-stock companies of the atomic energy industrial complex which are not included into the lists provided for by Part 1 of this article shall be privatized without account taken of the specifics established by this Federal Law.

**3.** The federal state unitary enterprises of the atomic energy industrial complex included into the list provided for by Item 1 of Part 1 of this article shall be subject to transformation into joint-stock companies in compliance with the legislation of the Russian Federation on privatization and subject to the specifics provided for by this Federal Law.

**4.** The stocks of the public joint-stock companies whose establishment is provided for by Part 3 of this article which are in federal ownership, as well as of other joint-stock companies of the atomic energy industrial complex which are included into the list provided for by Item 2 of Part 1 of this article, shall be subject to contribution to the authorized capital of the principal joint-stock company.

**5.** The stocks of the public joint-stock companies whose establishment is provided for by Part 3 of this article shall be contributed to the authorized capital of the principal joint-stock company without inclusion thereof into the forecast plan (programme) of federal property privatization.

**6.** Federal state unitary enterprises of the atomic energy industrial complex whose property complexes are contributed to the authorized capital of the principal joint-stock company shall be terminated and excluded from the comprehensive state register of legal entities in the established procedure.

**7.** When establishing the principal joint-stock company, the federal state establishments of the atomic energy industrial complex included into the list endorsed by the President of the Russian Federation shall be transferred thereto.

**8.** Federal state establishments of the atomic energy industrial complex shall be prepared for transfer to the principal joint-stock company in the procedure provided for by the legislation of the Russian Federation on privatization for transformation of unitary enterprises into open joint-stock companies, if not otherwise provided for by this Federal Law.

**9.** The ownership of the property of federal state establishments of the atomic energy industrial complex shall be transferred to the principal joint-stock company on the basis of transfer acts preserving for the said establishments the right of day-to-day management of the property possessed by them. It shall not be required to include the said establishments into the forecast plan (programme) of federal property privatization.

**10.** The ownership of the property of federal state establishments of the atomic energy industrial complex and subsidiary liability with respect to obligations thereof shall be transferred to the principal joint-stock company as of the date of signing the transfer acts. The principal joint-stock company shall ensure making amendments to the constituent documents of the said establishments within two months as of the date of signing the transfer acts.

**11.** In addition to the property provided for by this article, to the authorised capital of the principal joint-



stock company may be contributed in the established procedure other property which is in federal ownership (hereinafter referred to as federal property).

**12.** Federal property shall be contributed to the authorized capital of the principal joint-stock company in compliance with the legislation of the Russian Federation on privatisation and subject to the specifics provided for by this Federal Law.

**13.** The Russian Federation shall be the founder of the principal joint-stock company. The Government of the Russian Federation shall endorse the statutes of the principal joint-stock company and ensure the exercise of the activities which are necessary for establishment of the principal joint-stock company.

**14.** The statutes of the principal joint-stock company have to comply with the basic principles of state policy in the field of management and disposal of the property and stocks of organisations pertaining to the atomic energy industrial complex.

**15.** The Government of the Russian Federation every six months as of the date of entry into force of this Federal Law shall inform the State Duma of the Federal Assembly of the Russian Federation and the Federation Council about implementation of the structural transformations in the atomic energy industrial complex provided for by this Federal Law.

#### **Article 4. Specifics of Implementation of Structural Transformations in the Atomic Energy Industrial Complex**

**1.** Decisions on the terms of privatization of federal property in compliance with this Federal Law shall be rendered by the federal executive power body engaged in federal property management by approbation of the public administration body in charge of atomic power use.

**2.** Decisions on the terms of transfer of federal state establishments of the atomic energy industrial complex to the principal joint-stock company shall be rendered by the federal executive power body in charge of federal property management by approbation of the public administration body in charge of atomic energy use in the procedure stipulated for rendering decisions on the terms of privatization of federal property when privatizing property complexes of unitary enterprises and subject to the specifics provided for by this Federal Law.

**3.** When establishing the principal joint-stock company, the rate of its authorised capital shall be determined as the sum equal to the balance sheet value of assets of federal state unitary enterprises of the atomic energy industrial complex to be privatized and the nominal value of the stocks of joint-stock companies of the atomic energy industrial complex contributed to the authorized capital of the principal joint-stock company, as well as the balance sheet value of assets of the federal state establishments of the atomic energy industrial complex to be transferred to the principal joint-stock company. In the event of contributing to the authorised capital of the principal joint-stock company federal property whose balance sheet value is not determined, the cost of this property determined in compliance with the valuation standards endorsed by the Government of the Russian Federation as the cost of the subject of assessment in current use thereof shall be taken into account when estimating the amount of the authorised capital of the principal joint-stock company.

**4.** In the event of contributing under this Federal Law to the authorised capital of the principal joint-stock company stocks of joint-stock companies and other federal property, whose balance sheet value is determined by way of paying by the State for additional stocks being placed by the principal joint-stock company, the price of placing additional stocks of the principal joint-stock company and nominal value thereof shall be determined as the sum equal to the nominal value of the stocks of joint-stock companies to be contributed to the authorised capital thereof and the balance sheet value of the said federal property. The additional stocks placed by the principal joint-stock company by the principal joint-stock company at the expense of federal property whose balance sheet value is not determined shall be paid for on the basis of the cost of this property determinable in compliance with the valuation standards endorsed by the Government of the Russian Federation as the cost of the subject of assessment in its current use.

**5.** The balance sheet value of assets of an organisation of the atomic energy industrial complex to be privatized in the cases provided for by Parts 3 and 4 of this article shall be determined as the sum of the net wealth value of the said organisation calculated on the basis of the data of the interim accounting balance sheet (less the balance sheet value of the facilities not to be privatized within the composition of the property complex of the said organisation) and the cost of the land plots allotted to the said organisation and transferred under ownership of the principal joint-stock company determined in compliance with Item 3 of Article 11 of Federal Law No. 178-FZ of December 21, 2001 on Privatisation of the State and Municipal Property (hereinafter referred to as the Federal Law on Privatisation of the State and Municipal Property).

**6.** The property to be privatized in compliance with this Federal Law, including property of federal state establishments of the atomic energy industrial complex transferred to the principal joint-stock company, shall be included into transfer acts regardless of registration of this property in the register of federal property.

**7.** The nuclear materials possessed by the Russian Federation and used by federal state unitary

enterprises of the atomic energy industrial complex (except for nuclear materials included into the list of the nuclear materials endorsed by the President of the Russian Federation which may be solely in federal ownership) may be included into the composition of property complexes of the said unitary enterprises which are subject to privatization in compliance with this Federal Law.

**8.** When transforming federal state unitary enterprises of the atomic energy industrial complex into public joint-stock companies in compliance with this Federal Law, the transfer of the nuclear materials and nuclear installations, possessed by the said unitary enterprises under ownership of these public joint-stock companies shall be allowable prior to their inclusion into the lists of Russian legal entities allowed to possess nuclear materials and nuclear installations which are provided for by the Federal Law on the Use of Atomic Energy. These public joint-stock companies shall be subject to inclusion into the said lists at the latest three months as of the date of their state registration.

**9.** The property possessed by federal state unitary enterprises of the atomic energy industrial complex and located outside the Russian Federation (including immovable property, shares in foreign legal entities, securities regarded as such in compliance with the legislation of the Russian Federation or legislation of a foreign state, or other property) shall be included into the composition of the property complexes of the said unitary enterprises subject to privatization in compliance with this Federal Law.

**10.** The land plots allotted for permanent (termless use) or on a leasehold basis to federal state unitary enterprises of the atomic energy industrial complex subject to privatisation in compliance with this Federal Law, to federal state establishments of the atomic energy industrial complex transferred to the principal joint-stock company, as well as land plots which are occupied by the immovable property units contributed to the authorised capital of the principal joint-stock company required for exploitation of the said units, shall be transferred under ownership of the public joint-stock companies to be established in compliance with this Federal Law, if not otherwise provided for by the legislation of the Russian Federation,

**11.** The land plots, whose privatization under the legislation of the Russian Federation is not allowed and which are allotted for permanent (termless) use or on a leasehold basis to the federal state unitary enterprises of the atomic energy industrial complex to be privatized in compliance with this Federal Law and to the federal state establishments of the atomic energy industrial complex to be transferred to the principal joint-stock company, shall be transferred accordingly to the public joint-stock companies established in compliance with this Federal Law (in particular to the principal joint-stock company) and to the said establishments under contracts of lease.

**12.** The rent for using the land plots specified in Part 11 of this article shall be determined by the Government of the Russian Federation. With this, the annual rent for using the said land plots may not exceed 50 per cent of the amount estimated on the basis of the rate of land tax estimated in compliance with the Tax Code of the Russian Federation and for using the land plots, in respect of which this tax is not paid, on the basis of the rate of land tax which would be applied, if for such land plots this tax was to be paid.

**13.** The procedure for determining the rent established by Part 12 of this article shall likewise apply in the event of the transfer of the rights and duties specified in Part 11 of this article to other persons for the reasons provided for by the legislation of the Russian Federation.

**14.** The transfer acts provided for by this Federal Law shall be drawn up in the procedure established by the Federal Law on Privatisation of State and Municipal Property and shall be endorsed by the federal executive power body in charge of federal property management by approbation of the public administration body in charge of atomic power use. Forms of transfer acts shall be established by the federal executive power body exercising the functions of formulation of state policy and of normative-and-legal regulation in the field of property relations by approbation of the public administration body in charge of atomic energy use and the federal executive power body exercising the functions in the field of the state regulation of rights to immovable property and transactions with it.

**15.** The official publication of the forecast plan (programme) of privatization of federal property shall be deemed as a notification of creditors of federal state unitary enterprises of the atomic energy industrial complex included into this plan (programme) about reorganisation thereof.

**16.** The claims of creditors of federal state unitary enterprises of the atomic energy industrial complex transformed into public joint-stock companies in compliance with this Federal Law shall be allowable in compliance with the terms and contents of the obligations which they are based on. With this, the rules of Items 1 and 2 of Article 60 of the Civil Code of the Russian Federation shall not apply. It shall not be required to obtain creditors' consent to the transfer of their claims to a joint-stock company of the atomic energy industrial complex.

**17.** The duties and rights under the obligations of the federal state unitary enterprises whose property complexes are to be contributed to the authorized capital of the principal joint-stock company shall be transferred to the principal joint-stock company on the basis of transfer acts in respect of their creditors and debtors. The procedure for notifying creditors of the said unitary enterprises, as well as the terms of allowing their claims, shall be regulated in compliance with the provisions of Parts 15 and 16 of this article.

*Federal Law No. 318-FZ of December 1, 2007 reworded Part 18 of Article 4 of this Federal Law  
See the Part in the previous wording*

**18.** All stocks of the principal joint-stock company shall be in federal ownership or in ownership of the State Atomic Power Corporation Rosatom. The sale and other methods of alienation of stocks of the principal joint-stock company which are in federal ownership or in ownership of the State Atomic Power Corporation Rosatom, their transfer in pledge, as well as any other means of disposal of the said stocks, shall be effected on the basis of federal laws, except for the transfer of stocks of the principal joint-stock company under ownership of the State Atomic Power Corporation Rosatom by decision of the President of the Russian Federation as a property contribution of the Russian Federation.

**19.** The principal joint-stock company, as well as its branch and dependent joint-stock companies, shall make transactions connected with alienation, probability of alienation or transfer for trust management of stocks of the joint-stock companies possessed by them which are included into the lists of Russian legal entities, that may have in their possession nuclear materials and nuclear installations, endorsed by the President of the Russian Federation in compliance with the Federal Law on the Use of Atomic Power, solely by approbation of the President of the Russian Federation. A transaction made without such approbation shall be null and void.

*Federal Law No. 318-FZ of December 1, 2007 supplemented Article 4 of this Federal Law with Part 19.1*

**19.1.** The provisions established by Part 19 of this article shall not extend to the transactions cited in Part 19 of this article which are made between the State Atomic Power Corporation Rosatom, the principal joint-stock company and its branch and dependent companies included into the lists of Russian legal entities, which may have in their ownership nuclear materials and nuclear installations, endorsed by the President of the Russian Federation in compliance with the Federal Law on Atomic Power Use. The transactions cited in Part 19 of this article between the State Atomic Power Corporation Rosatom, the principal joint-stock company and its branch and dependent companies included into the lists of Russian legal entities, which may have in their ownership nuclear materials and nuclear installations, endorsed by the President of the Russian Federation in compliance with Federal Law on Atomic Power Use, shall be made by approbation of the State Atomic Power Corporation Rosatom.

**20.** The public administration body in charge of atomic energy use shall participate in the exercise on behalf of the Russian Federation of a stockholder's rights in respect of the joint-stock companies of the atomic energy industrial complex whose stocks are in federal ownership in the procedure established by the Government of the Russian Federation.

**21.** Where there is a threat to sovereignty, political independence and territorial integrity of the Russian Federation, or mobilization is announced, or during martial-law, as well as where there is some other governmental need, nuclear installations or nuclear materials transferred for ownership to Russian legal entities may be confiscated from them for organising the manufacture of products (carrying out works and rendering services) for the purpose of ensuring the defence of the country and security of the state.

**22.** The rule which is established by Article 98 of the Civil Code of the Russian Federation and Article 10 of Federal Law No. 208-FZ of December 26, 1995 on Joint-Stock Companies and under which a joint-stock company may not have as a single participant another economic company consisting of one person shall not extend to branch joint-stock companies of the principal joint-stock company, as well as to their branch joint-stock companies.

**Article 5.** Specifics of the State Registration of Rights to Immovable Property Units When Privatising the Property of Organisations of the Atomic Energy Industrial Complex

**1.** The transfer of property rights to immovable property units (including land plots and non-completed construction projects) which had arisen prior to the date of entry into force of Federal Law No. 122-FZ of July 21, 1997 on the State Registration of Rights to Immovable Property and Transactions Therewith (hereinafter referred to as the Federal Law on the State Registration of Rights to Immovable Property and Transactions Therewith) to public joint-stock companies established in compliance with this Federal Law shall be effected without the state registration of ownership of the Russian Federation and of the rights of the federal state unitary enterprises and federal state establishments of the atomic energy industrial complex which have this property in their possession.

**2.** When transferring the immovable property units, which are specified in Part 1 of this article and in respect of which the right-proclaiming documents are drawn up after the entry into force of the Federal Law on State Registration of Rights to Immovable Property and Transactions Therewith, to public joint-stock companies for ownership in compliance with this Federal Law, the state registration of ownership of the Russian Federation in respect of the said units, if such registration has not been effected, shall be effected concurrently with the state registration of rights of joint-stock companies established in

compliance with this Federal Law.

3. As grounds for the state registration of ownership of the public joint-stock companies, established in compliance with this Federal Law in the cases provided for by Parts 1 and 2 of this article, shall be deemed decisions on the terms of privatization of federal property (decisions on the terms of transfer of a federal state establishment of the atomic energy industrial complex) and transfer acts.

4. The federal executive power body exercising functions in the field of the state registration of rights to immovable property and transactions therewith shall endorse methodological recommendations as to the practice of the state registration of rights to immovable property of organisations of the atomic energy industrial complex when privatizing the said property in compliance with this Federal Law.

**Article 6. Specifics of Exercising by Open Joint-Stock Companies Established in Compliance with This Federal Law of Activities Which Require Special Permits (Licences)**

1. Public joint-stock companies established in compliance with this Federal Law shall exercise their activities on the basis of special permits (licences) and documents proving accreditation, which are issued to the appropriate federal state unitary enterprise of the atomic energy industrial complex, within the validity term of these permits (licences) and documents but at most within six months as of the date of the state registration of public joint-stock companies or as of the date of signing the transfer act concerning contribution of the property complex of a federal state unitary enterprise to the authorized capital of the principal joint-stock company.

2. Within the time period specified in Part 1 of this Article the documents proving the presence of special permits (licences) and accreditation shall be subject to re-issuance for public joint-stock companies established in compliance with this Federal Law.

3. The provisions of Parts 1 and 2 of this Article shall extend to the federal state unitary enterprises of the atomic energy industrial complex to be transferred to the principal joint-stock company which exercise their activities on the basis of special permits (licences) and documents proving their accreditation which are issued thereto.

4. In the event of the rise within the time period specified in Part 1 of this article of other grounds for suspension or termination of special permits (licences) and documents proving accreditation in addition to the grounds connected with transformation of federal state unitary enterprises of the atomic energy industrial complex or alienation of their property complexes by way of contributing to the authorized capital of the principal joint-stock company or with transfer of federal state establishments of the atomic energy industrial complex to the principal joint-stock company, the operation of such permits (licences) and documents may be suspended or terminated in the procedure established by the legislation of the Russian Federation.

5. Public joint-stock companies established in compliance with this Federal Law shall preserve the status of the operating organisation provided for by the legislation of the Russian Federation on atomic energy use which is granted to the appropriate federal state unitary enterprises of the atomic energy industrial complex. The said joint-stock companies shall be obliged to confirm the status of the operating organisation within six months as of the date of their state registration or as of the date of signing the transfer act concerning contribution of the property complex of a federal state unitary enterprise of the atomic energy industrial complex to the authorised capital of the principal joint-stock company.

**Article 7. Safety Assurance by Organisations of the Atomic Energy Industrial Complex When They Exercise Their Activities**

1. All the requirements of the legislation of the Russian Federation, including the norms and rules in respect of assurance of safe functioning of the facilities where atomic energy is used, of those used for supervision over, and control and registration of, nuclear materials, observance of the regime of non-proliferation of nuclear materials and technologies, protection of the state secrets and assurance of informational safety, environmental protection and preparedness for liquidation of the aftermath of accidents shall extend to organisations of the atomic energy industrial complex .

*Federal Law No. 318-FZ of December 1, 2007 reworded Part 2 of Article 7 of this Federal Law  
See the Part in the previous wording*

2. Safety assurance in the exercising of activities by the organisations of the atomic energy industrial complex, specified in Part 1 of this article, shall be effected in compliance with the Federal Law on the Atomic Power Use.

3. Nuclear hazardous facilities (except for the facilities of the federal executive power body exercising the functions of formulation and implementation of state policy and of normative-and-legal regulation in defence), regardless of the property form, may be guarded by internal security troops, extra-departmental guarding units of the federal executive power body exercising the functions of formulation and implementation of governmental policy and of normative-and-legal regulation in the field of internal affairs

and (or) by extra-departmental guarding units of the public administration body in charge of atomic energy use in compliance with federal laws and other normative legal acts of the Russian Federation.

4. Organisations of the atomic energy industrial complex, in whose interests the internal security troops specified in Part 3 of this article guard nuclear danger facilities, shall provide living quarters to military servicemen of the internal security troops in the procedure established by the legislation of the Russian Federation regulating provision of dwelling space to military servicemen of the internal security troops.

**Article 8. Specifics of Levying Execution against the Property and Stocks of Organisations of the Atomic Energy Industrial Complex**

1. Execution shall be levied against the property of organisations of the atomic energy industrial complex, in particular in the event of declaring them bankrupt (insolvent) in the established procedure, subject to the following specifics:

1) it shall not be allowable to alienate nuclear materials, radioactive substances, nuclear installations, radiation sources, storage points for nuclear materials and radioactive substances, radioactive wastage storage possessed by the said organisations separately from the property making possible safe exploitation of the said facilities;

2) nuclear materials possessed by organisations of the atomic energy industrial complex may only be alienated for the Russian Federation or the Russian legal entities included in the list of Russian legal entities entitled to possess nuclear materials which is provided for by the Federal Law on the Atomic Energy Use;

3) nuclear installations, radiation sources, storage points for nuclear materials and radioactive substances, radioactive wastage storage shall be alienated within the composition of the single engineering complex of the organisation engaged in the activity of atomic energy use which includes immovable and other property (except for nuclear materials and radioactive substances) directly used by an organisation of the atomic energy industrial complex for production and (or) sale of products (works and services) and ensuring the continuous manufacturing cycle.

2. When levying execution against stocks (shares in the authorised capital) of the legal entities included in the lists of Russian legal entities provided for by the Federal Law on Atomic Energy Use which may possess nuclear materials and nuclear installations, in particular in the event of declaring insolvent (bankrupt) stockholders (owners of shares in the authorised capital) of such legal entities in the established procedure, the Russian Federation shall enjoy the priority right to acquire the said stocks (shares in the authorized capital) at the starting price thereof determined in compliance with the legislation of the Russian Federation. A procedure for the exercise by the Russian Federation of the priority right to acquire the said stocks shall be determined by the Government of the Russian Federation.

3. Organisations of the atomic energy industrial complex may be included by decision of the Government of the Russian Federation into the list of strategic enterprises and organisations provided for by Federal Law No. 127-FZ of October 26, 2002 on Insolvency (Bankruptcy).

**Article 9. On Amending Articles 34 and 39 of the Law of the Russian Federation on Education**

The following amendments shall be made to Law of the Russian Federation No. 3266-I of July 10, 1992 on Education (in the wording of Federal Law No. 12-FZ of January 13, 1996) (Vedomosti Syezda Narodnikh Deputatov Rossiyskoy Federatsii i Verkhovnogo Soveta Rossiyskoy Federatsii, 1992, No. 30, Article 1797; Sobranie Zakonodatelstva Rossiyskoy Federatsii, 1996, No. 3, Article 150; 2002, No. 26, Article 2517; 2004, No. 35, Article 3607; 2006, No. 45, Article 4627):

1) the words ", if not otherwise provided for by federal laws" shall be added to Paragraph Two of Item 2 of Article 34;

2) a paragraph with the following content shall be added to Item 13 of Article 39:

"The provisions of this item shall not extend to the federal state educational establishments of extended professional education (for raising of qualifications) pertaining to organisations of the atomic energy industrial complex of the Russian Federation to be transferred to the public joint-stock company of the atomic energy industrial complex of the Russian Federation in compliance with the Federal Law on the Specifics of Management and Disposal of Property and Stocks of the Organisations Engaged in the Activity of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation".

**Article 10. On Amending Article 8 of the Law of the Russian Federation on the Closed Administrative and Territorial Entity**

Item 5 with the following content shall be added to Article 8 of Law of the Russian Federation No. 3297-I of July 14, 1992 on the Closed Administrative and Territorial Entity (Vedomosti Syezda Narodnikh Deputatov Rossiyskoy Federatsii i Verkhovnogo Soveta Rossiyskoy Federatsii, 1992, No. 33, Article 1915; Sobranie Zakonodatelstva Rossiyskoy Federatsii, 1996, No. 49, Article 5503; 2006, No. 3, Article 282):

"5. The provisions of Items 1 and 2 of this article shall not extend to alienation of property which is in

federal ownership, to public joint-stock companies of the atomic energy industrial complex of the Russian Federation in compliance with the Federal Law on the Specifics of Management and Disposal of Property and Stocks of the Organisations Engaged in the Activity of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation, as well as to making other property transactions between organisations pertaining to the atomic energy industrial complex of the Russian Federation.";

**Article 11.** On Amending Article 98 of Part One of the Civil Code of the Russian Federation  
The words ", if not otherwise established by laws" shall be added to Paragraph Two of Item 6 of Article 98 of Part One of the Civil Code of the Russian Federation (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 1994, No. 32, Article 3301).

**Article 12.** On Amending the Federal Law on Atomic Energy Use  
The following amendments shall be made to Federal Law No. 170-FZ of November 21, 1995 on the Use of Atomic Energy (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 1995, No. 48, Article 4552; 1997, No. 7, Article 808; 2003, No. 46, Article 4436; 2004, No. 35, Article 3607; 2006, No. 52, Article 5498):  
1) Article 5 shall be stated in the following wording:

**"Article 5. Ownership of Nuclear Materials, Nuclear Installations, Storage Points, Radiation Sources and Radioactive Substances**

Nuclear materials may be in federal ownership or in the ownership of legal entities.

A list of nuclear materials which may be solely in federal ownership shall be endorsed by the President of the Russian Federation.

A list of Russian legal entities (that is, of legal entities established in compliance with the legislation of the Russian Federation), which may have nuclear materials in ownership, shall be endorsed by the President of the Russian Federation.

In the Russian Federation shall be recognized the ownership of foreign states and foreign legal entities towards nuclear materials and products of their processing imported to the Russian Federation or acquired in the Russian Federation.

Nuclear installations may be in federal ownership or in the ownership of Russian legal entities whose list shall be endorsed by the President of the Russian Federation.

Storage points may be both in federal ownership or in the ownership of Russian legal entities, if not otherwise provided for by federal laws.

Radiation sources and radiation substances may be in federal ownership, in ownership of constituent entities of the Russian Federation, municipal ownership or in the ownership of legal entities.

The ownership of the facilities specified in this article shall be obtained and terminated for the reasons provided for by the civil legislation subject to the specifics established by this Federal Law.

Transactions of Russian legal entities involving the transfer of ownership of nuclear materials to a foreign state or a foreign legal entity shall be made by approbation of the federal executive power body authorized by the Government of the Russian Federation in the procedure and under the terms which are established by the Government of the Russian Federation.

Transactions involving the transfer of nuclear materials and nuclear installations for ownership to Russian legal entities which are not included in the lists provided for by Parts Three and Five of this article, as well as transactions involving the transfer of ownership of nuclear materials to a foreign state or a foreign legal entity which are made by Russian legal entities in defiance of the requirements of Part Nine of this article, shall be null and void.

Nuclear materials which are in federal ownership, in the ownership of foreign states, Russian legal entities and foreign legal entities shall be handled, and nuclear installations and storage points which are in federal ownership or ownership of Russian legal entities shall be operated, by Russian organisations that have the appropriate permits (licences) to carry out works in the field of atomic energy use.

Handling of radioactive substances and operation of radiation sources which are in federal ownership, in the ownership of constituent entities of the Russian Federation, municipal ownership and ownership of legal entities shall be effected by organisations that have the appropriate permits (licences) to carry out works in the field of atomic energy use.

Owners of nuclear installations, radiation sources, storage points, nuclear materials and radioactive substances shall exercise control over their safekeeping and proper use in compliance with this Federal Law, other federal laws and other normative legal acts of the Russian Federation. The provisions of Article 22 of this Federal Law shall extend to the facilities specified in this article.

The provisions of this article concerning nuclear materials shall extend to radioactive wastage containing nuclear materials. The provisions of this article concerning radioactive substances shall extend to radioactive wastage without nuclear materials contained therein.";

2) paragraphs with the following content shall be added to Article 7:

"endorse the lists of Russian legal entities which may have in their ownership nuclear materials and nuclear installations;

endorse the list of nuclear materials which may be solely in federal ownership;

exercise other powers placed on them by federal laws.";

3) in Article 9:

a) in Paragraph Seven the words "to be used for defence purposes" shall be replaced by the words "which are held in federal ownership";

b) Paragraph Twelve shall be stated in the following wording:

"provide within the scope of authority thereof the physical protection for nuclear materials, nuclear installations, storage points, as well as for radiation sources and radioactive substances held in federal ownership";

4) in Article 10:

a) Paragraph Two shall be stated in the following wording:

"adopt decisions on the location of nuclear installations, radiation sources and storage points held in federal ownership or having federal or inter-regional importance in the order prescribed by the legislation of the Russian Federation";

b) Paragraph Nine shall be stated in the following wording:

"decide on constructing nuclear installations, radiation sources and storage points that are in federal ownership or are of federal or interregional importance, on putting the said units out of operation, as well as on further storage of nuclear waste";

5) Part One of Article 22 shall be stated in the following wording:

"Nuclear materials, radioactive substances and radioactive waste, regardless of the property form, shall be subject to state accounting and control in the system of state accounting and control of nuclear materials and in the system of state accounting and control of radioactive substances and radioactive waste for estimation of the available quantity of these materials, substances and wastage in places of their location, for the prevention of losses, non-sanctioned use and thefts, for submission to the state power organs, to the bodies managing the use of atomic energy and to the bodies in charge of state safety regulation of information about the availability and movement of nuclear materials, radioactive substances and radioactive waste, and also about their export and import.";

6) Part One of Article 28 shall be stated in the following wording:

"Decisions on the construction of nuclear installations, radiation sources and storage points held in federal ownership or having federal or interregional importance, or sited and built in the territory of closed administrative-territorial formations, shall be adopted by the Government of the Russian Federation.";

7) in Part Three of Article 34 the words "within the resources envisaged by the budgets of corresponding levels" shall be deleted.

**Article 13. On Making Amendments to Article 10 of the Federal Law on Joint-Stock Companies**

The words ", if not otherwise established by federal laws" shall be added to Paragraph Two of Item 2 of Article 10 of Federal Law No. 208-FZ of December 26, 1995 on Joint-Stock Companies (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 1996, No. 1, Article 1).

**Article 14. On Amending Article 8 of the Federal Law on Evaluation Activity in the Russian Federation**

The words "and the Federal law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Activity of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation" shall be added to Part Two of Article 8 of Federal Law No. 135-FZ of July 29, 1998 on Evaluation Activity in the Russian Federation (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 1998, No. 31, Article 3813; 2002, No. 4, Article 251; 2003, No. 9, Article 805).

**Article 15. On Amending Article 11 of the Federal Law on Licencing Specific Types of Activity**

The following amendments shall be made to Item 1 of Article 11 of Federal Law No. 128-FZ of August 8, 2001 on Licencing Specific Types of Activity (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 2001, No. 33, Article 3430; 2003, No. 9, Article 805; 2004, No. 45, Article 4377; 2005, No. 27, Article 2719):

1) the words "and in other cases provided for by federal laws" shall be added to Paragraph One after the words "the licenced type of activity";

2) the words ", if not otherwise provided for by federal laws" shall be added to Paragraph Two.

**Article 16. On Amending the Federal Law on the State Registration of Legal Entities and Individual Businessmen**

The following amendments shall be made to Federal Law No. 129-FZ of August 8, 2001 on the State Registration of Legal Entities and Individual Businessmen (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 2001, No. 33, Article 3431; 2003, No. 26, Article 2565; No. 52, Article 5037; 2004, No. 454,

Article 4377; 2005, No. 27, Article 2722):

1) subitem (i) of Item 1 of Article 5 shall be stated in the following wording:

"i) the method whereby the legal entity's activities have been terminated (by way of re-organisation, liquidation or by way of exclusion from the Comprehensive State Register of Legal Entities by decision of the registration body, in connection with the sale or contribution of the property complex of a unitary enterprise or the property of an institution to the authorized capital of a joint-stock company in the cases provided for by the legislation of the Russian Federation);

2) the words "and in Connection with the Sale or Contribution of the Property Complex of a Unitary Enterprise or the Property of an Institution to the Authorised Capital of a Joint-Stock Company" shall be added to the title of Chapter VII;

3) Article 21.2 with the following contents shall be added thereto:

**"Article 21.2. Procedure for State Registration in the Event of Termination of a Unitary Enterprise in Connection with the Sale or Contribution of Its Property Complex to the Authorised Capital of a Joint-Stock Company, as Well as in the Event of Termination of an Institution in Connection with Contribution of Its Property to the Authorised Capital of a Joint-Stock Company**

As a ground for making an entry in the comprehensive register of legal entities on termination of a unitary enterprise in connection with the sale or contribution of its property complex to the authorized capital of a joint-stock company or an entry on termination of an institution in connection with contribution of its property to the authorized capital of a joint-stock company in the cases provided for by the legislation of the Russian Federation shall be deemed a decision on the state registration adopted by the registration body at the location of the said legal entity provided that the following documents are presented:

a) an application for making an entry to the comprehensive register of legal entities on termination of a unitary enterprise in connection with the sale or contribution of its property complex to the authorized capital of a joint-stock company or the application for making an entry to the said state register on termination of an institution in connection with the contribution of its property to the authorized capital of a joint-stock company;

b) the decision on the terms of privatization of the property complex of a unitary enterprise or the decision of the state power body serving as a basis for contribution of the property complex of a unitary enterprise or the property of an institution to the authorized capital of a joint-stock company;

c) copies of the document proving the state registration of the transfer of ownership of the property complex of a unitary enterprise or of the property of an institution.";

**Article 17. On Amending Article 3 of the Federal Law on Putting into Operation the Land Code of the Russian Federation**

The words ", if not otherwise provided for by federal laws" shall be added to the first sentence of Paragraph One of Item 10 of Article 3 of Federal Law No. 137-FZ of October 25, 2001 on Putting into Operation the Land Code of the Russian Federation (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 2001, No. 44, Article 4148; 2003, No. 28, Article 2875; No. 50, Article 4846; 2004, No. 41, Article 3993; 2005, No. 1, Article 17; No. 25, Article 2425; 2006, No. 1, Article 3, 17; No. 17, Article 1782; No. 27, Article 2881; No. 52, Article 5498)".

**Article 18. On Amending the Federal Law on Privatisation of the State and Municipal Property**

The following amendments shall be made to Federal Law No. 178-FZ of December 21, 2001 on the Privatisation of State and Municipal Property (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 2002, No. 4, Article 251; 2003, No. 9, Article 805; 2006, No. 17, Article 1782):

1) a paragraph with the following content shall be added to Item 1 of Article 6:

"The specifics of the exercise of powers by federal executive bodies when privatizing the property of federal state unitary enterprises of the atomic energy complex of the Russian Federation and stocks of joint-stock companies of organisations of the atomic energy industrial complex of the Russian Federation shall be established by the Federal Law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation".

2) in Item 4 of Article 7 the words ", of the open joint-stock company provided for by Item 1 of Part 1 of Article 3 of the Federal Law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation" shall be added after the words "Unified Energy Systems".

3) Item 5 with the following contents shall be added to Article 11:

"5. The specifics of determining the composition of the assets of organisations pertaining to the atomic energy industrial complex of the Russian Federation to be privatized and an estimation of their cost shall be established by the Federal Law on the Specifics of Management and Disposal of the Property and



Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation."

4) in Article 25:

a) the words "and the Federal Law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation" shall be added to Item 4;

b) Item 5 with the following contents shall be added thereto:

"5. The specifics of legal regulation of the relations which arise when contributing federal property to the authorised capital of the open joint-stock company specified in Item 1 of Part 1 of Article 3 of the Federal Law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation shall be established by the said Federal Law.";

5) in Article 43:

a) in Item 15 the words ", as well as when privatizing the property of organisations of the atomic energy industrial complex of the Russian Federation in compliance with the Federal Law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation" shall be added after the words "federal railway transport property";

b) Item 19 with the following content shall be added thereto:

"19. The provisions of Item 3 of Article 39 of this Federal Law shall not apply if the Federal Law on the Specifics of Management and Disposal of the Property and Stocks of Organisations Engaged in the Exercise of Activities in the Field of Atomic Energy Use and on Amending Some Legislative Acts of the Russian Federation stipulates that the President of the Russian Federation gives his consent to making the transactions provided for therein."

**Article 19.** On Amending Article 48 of the Federal Law on Environmental Protection

In Item 3 of Article 48 of Federal Law No. 7-FZ of January 10, 2002 on Environmental Protection (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 2002, No. 2, Article 133) the words "and nuclear materials from foreign states in the Russian Federation to be stored or" shall be replaced by the words "from foreign states on the basis of contracts of storage, in particular for the purpose of".

**Article 20.** On Amending Article 190 of the Federal Law on Insolvency (Bankruptcy)

The words ", as well as other organisations in the cases provided for by federal laws" shall be added to Paragraph Two of Item 1 of Article 190 of Federal Law No. 127-FZ of October 26, 2002 on Insolvency (Bankruptcy).

**Article 21.** On Declaring Invalidated Part One of Article 9 of the Federal Law on the Specifics of the Power Industry's Functioning during the Transition Period, on Introduction of Amendments to Some Legislative Acts of the Russian Federation and on Declaring Invalid Some Legislative Acts of the Russian Federation in Connection with Adopting the Federal Law on the Power Industry

Part One of Article 9 of Federal Law No. 36-FZ of March 26, 2003 on the Specifics of the Power Industry's Functioning during the Transition Period, on Introduction of Amendments to Some Legislative Acts of the Russian Federation and on Declaring Invalid Some Legislative Acts of the Russian Federation in Connection with Adopting the Federal Law on the Power Industry (Sobranie Zakonodatelstva Rossiyskoy Federatsii, 2003, No. 13, Article 1178) shall be declared invalidated.

President  
of the Russian Federation | V. Putin

The Kremlin, Moscow  
February 5, 2007  
No. 13-FZ

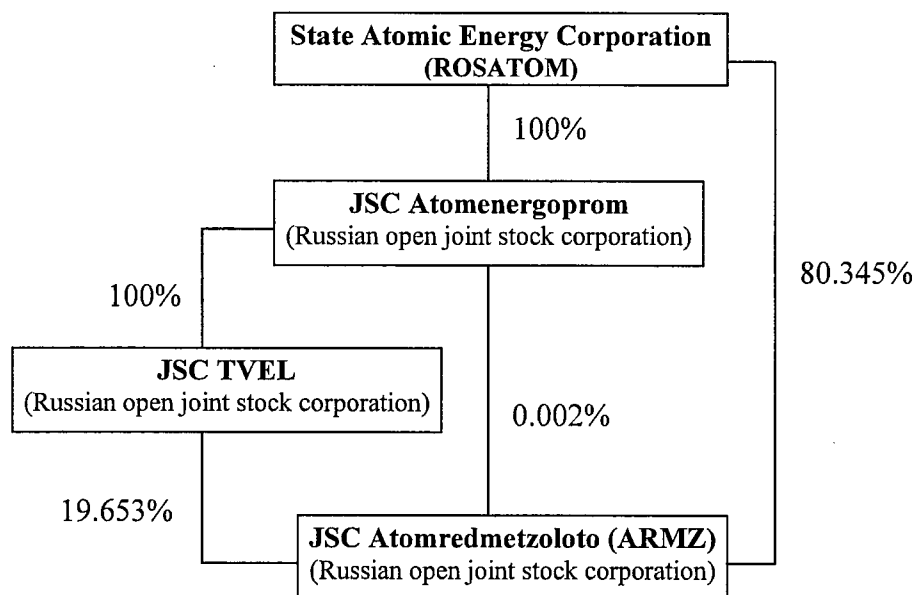
**EXHIBIT 15**

**to**

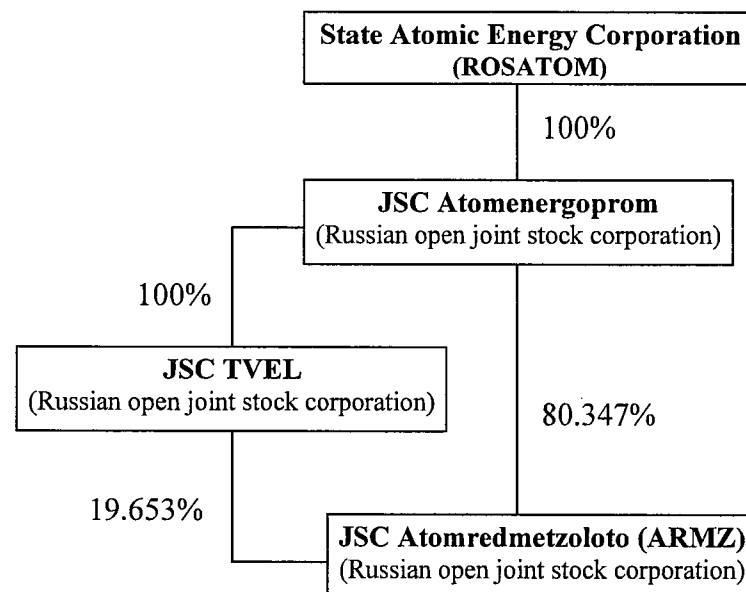
**Notice of Change of Control  
and Ownership Information**

**Current Ownership Structure of ARMZ &  
Ownership Structure After September 2010**

## Current Ownership Structure of ARMZ



## Ownership Structure of ARMZ after September 2010



**EXHIBIT 16**

**to**

**Notice of Change of Control  
and Ownership Information**

**Bank of Montreal Irrevocable Letter of Credit**

BMO



# Bank of Montreal, Chicago, Illinois

STANDBY LETTERS OF CREDIT  
C/O 234 Spruce Street  
3rd Floor  
Toronto, Ontario M5T 1T4  
Canada  
Tel: 1-877-801-0414  
Fax: 1-877-801-7767  
SWIFT: BOMUS4X

## Irrevocable Standby Letter of Credit No. [REDACTED]

Amendment no. 1  
Dated February 01, 2010

Beneficiary:  
WYOMING DEPARTMENT OF ENVIRONMENTAL  
QUALITY AND THE UNITED STATES  
DEPT OF INTERIOR, HERSCHLER BLDG  
122 W 26TH ST., CHEYENNE, WY 82002, United States

Applicant:  
URANIUM ONE INC.  
1285 WEST PENDER STREET, SUITE  
800  
VANCOUVER, BC V6E 4B1 Canada

We amend our Standby Letter of Credit subject to the following terms and conditions. This amendment forms an integral part of the original instrument. All other terms and conditions remain unchanged.

### Amended Terms:

Wherever it reads "Cogema Mining, Inc." throughout the Letter of Credit is deleted and replaced with "Uranium One USA, Inc."

Unless otherwise instructed herein, all correspondence and inquiries regarding this transaction should be directed to our Customer Service Center at the above address, telephone: 1-877-801-0414. Please indicate our reference number in all your correspondence or telephone inquiries.

Regards,

Authorized Signature(s)

**ORIGINAL**

ANI DEVECI

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, MAX MAXFIELD, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

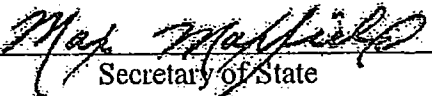
**CERTIFICATE OF NAME CHANGE**

Current Name: **Uranium One USA, Inc.**  
Old Name: **Cogema Mining, Inc.**

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **9th** day of **February, 2010**.



Filed Date: 02/09/2010

  
Secretary of State

By: Machá Bowman



## Bank of Montreal, Chicago, Illinois

STANDBY LETTERS OF CREDIT  
C/O 234 Simcoe Street  
3rd Floor  
Toronto, Ontario M5T 1T4  
Canada  
Tel: 1-877-801-0414  
Fax: 1-877-801-7767  
SWIFT: BOFMUS4X

**Irrevocable  
Standby Letter of Credit No.:** [REDACTED]

Date Issued: January 20, 2010

Issuing Bank:  
Bank of Montreal, Chicago, Illinois  
111 West Monroe Street, 17th Floor West  
Chicago, Illinois 60603

Expires at the counters of Bank of Montreal, Chicago, Illinois, 111 West Monroe Street, 17th Floor West,  
Chicago, IL 60603 on January 19, 2011

Beneficiary:  
Wyoming Department of Environmental Quality  
and the United States Department of Interior  
Herschler Building  
122 West 25th Street  
Cheyenne, Wyoming 82002  
USA

Attn: Deanna Hill  
Tel: (307) 777-6190

Applicant:  
Uranium One Inc.  
1285 West Pender Street, Suite 900  
Vancouver, BC V6E 4B1  
Canada

On Behalf of:  
Cogema Mining, Inc.  
907 North Poplar  
Suite 260

# ORIGINAL



Bank of Montreal, Chicago

Casper, Wyoming 82601  
USA

Amount: Nine Million Seven Hundred Fourteen Thousand Two Hundred Ninety Nine and 00/100's United States Dollars (USD9,714,299.00)

Re: Irigaray and Christensen Project  
Reclamation/Restoration Costs, Permit to Mine No. 478 (Formerly Permit No 478 and Research and Development License 14RD) and the requirement of the Wyoming Environmental Quality Act, Section 35-11-421

We, Bank of Montreal, Chicago, IL located at 111 West Monroe Street, 17th Floor West, Chicago, IL 60603 (the "Bank") hereby establish our Irrevocable Standby Letter of Credit in your favor, available by your draft(s) at sight drawn on Bank of Montreal, Chicago (the "Bank") accompanied by the following document:

A signed and dated statement from the Director of the Department of Environmental Quality and the Land Quality Administrator in any one of the three following forms:

a. "The undersigned hereby advise that an order in an amount identical to the amount of the sight draft which this statement accompanies has been entered by the Environmental Quality Council pursuant to W.S. paragraph 35-11-421, forfeiting all or part of the amount of the credit because of any violation of the Wyoming Environmental Quality Act, the state program, the permit, or the United States Department of Interior rules and regulations, by Cogema Mining, Inc., Permit No. 478. A certified copy of the order of forfeiture is attached."

b. "The undersigned hereby advise that a Settlement Agreement in an amount identical to the amount of the sight draft which this statement accompanies has been signed on behalf of the Department of Environmental Quality and on behalf of the operator, Cogema Mining, Inc., Permit No. 478, in which the parties have agreed to an amount due to the Department because of a violation of the Wyoming Environmental Quality Act, and that Cogema Mining, Inc. has failed to pay the amount due within the period of time specified in the agreement."

c. "The undersigned certify that the operator Cogema Mining, Inc. Permit No. 478, has not filed with the Department an extension of this Letter of Credit, a substitute Letter of Credit or other acceptable evidence of financial responsibility in the place of the Letter of Credit, and it is thirty (30) days or less until the current or any amended expiration date of this Irrevocable Letter of Credit"; OR

ORIGINAL





Bank of Montreal, Chicago

Pursuant to Chapter 20, Land Quality Division Coal Regulations, the Bank shall give immediate notice to the permitte and the Director of the Department of Environmental Quality of: (a) any notice received or action filed alleging the insolvency or bankruptcy of the Bank; or (b) alleging any violations of regulatory requirements which could result in suspension or revocation of the Bank's charter or license to do business; or (c) the Bank, for any reason, becomes unable to fulfill its obligation under the Letter of Credit.

Each draft must bear upon its face the clause, "Drawn under Letter of Credit No. [REDACTED] dated January 20, 2010", and the total of this draft and all other drafts previously drawn under this Letter of Credit does not exceed USD9,714,299.00 (Nine Million Seven Hundred Fourteen Thousand Two Hundred Ninety Nine and 00/100's United States Dollars)".

It is a condition of this Letter of Credit that it shall be deemed automatically extended without amendment for one (1) year from the present or any future expiration date hereof, unless at least ninety (90) days prior to any such date we shall notify the Director of the Wyoming Department of Environmental Quality in writing by overnight courier service at the above mentioned address that we elect not to consider this Letter of Credit renewed for any such additional period. Upon receipt by you of such notice, you may draw hereunder.

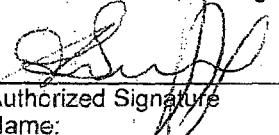
We hereby agree with you that draft(s) drawn under and in compliance with the terms of this Letter of Credit will be duly honored if presented to the above-mentioned drawee bank on or before January 19, 2011. "Expiration Date".

All questions arising in connection with this Letter of Credit shall be determined according to the laws of the State of Wyoming.

This Letter of Credit is subject to the Uniform Customs and Practice of Documentary Credits, 2007 Revision, International Chamber of Commerce Publication No. 600, except to the extent it is inconsistent with the laws of Wyoming.

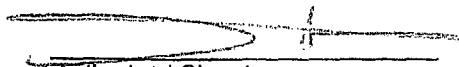
Very truly yours,

Bank of Montreal, Chicago

  
Authorized Signature  
Name:  
Title:

ANSHITA SINGH  
TEAM LEAD, Standby & Guarantees

**ORIGINAL**

  
Authorized Signature  
Name:  
Title:

SR SERVICE REPRESENTATIVE  
STANLEY A. GILES



Bank of Montreal, Chicago

Date: ~~\_\_\_\_\_~~

**ORIGINAL**



**EXHIBIT 17**

**to**

**Notice of Change of Control  
and Ownership Information**

**Certificate of Authority**

# URANIUM ONE INC.

## CERTIFICATE OF AUTHORITY

Pursuant to the requirements of NUREG-1556, Volume 15, Chapter 10.13, the undersigned certifies on behalf of Uranium One Inc. (the "**Company**"), and not individually, as follows:

1. Donna Wichers is an authorized agent for the Company and has full authority to sign and submit a Notice of Change of Control and Ownership Information for Materials License SUA-1341.
2. Any and all actions taken on behalf of the Company by Donna Wichers in connection with the Notice of Change of Control and Ownership Information for Materials License SUA-1341 are hereby ratified, confirmed and approved in all respects for all purposes.

DATED as of the 20<sup>th</sup> day of July, 2010.

URANIUM ONE INC.

By: \_\_\_\_\_

John M. Sibley

Executive Vice President, General Counsel, and Secretary