

**Certification and Agreement of Affiliates  
Upon Deposit of Shares  
Pursuant to Clause 3.11 of the Deposit Agreement For 144A GDRs**

\_\_\_\_\_  
(Insert Date)

JPMORGAN CHASE BANK, N.A., as Depositary  
4 New York Plaza, 13<sup>th</sup> Floor  
New York, NY 1004

**PJSC “NOVOROSSIYSK COMMERCIAL SEA PORT”**  
Portovaya ul., 14  
Novorossiysk, Krasnodar Region 353901  
Russian Federation

Re: **PJSC “NOVOROSSIYSK COMMERCIAL SEA PORT”** (incorporated as an open joint stock company under the laws of the Russian Federation)

We refer to the Deposit Agreement, dated 13 September 2007 (the "Deposit Agreement"), among **PJSC “NOVOROSSIYSK COMMERCIAL SEA PORT”** (the "Company"), JPMORGAN CHASE BANK, N.A., as Depositary (the "Depositary"), and Holders and Beneficial Owners from time to time of Rule 144A Global Depositary Receipts evidenced by Rule 144A Global Depositary Receipt Certificates (the "Rule 144A GDR Certificates") issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This Certification and Agreement is furnished in connection with the deposit of Shares and the request for issuance to us of Rule 144A Global Depositary Receipts (the "Rule 144A GDRs") pursuant to Clause 3.3 of the Deposit Agreement.

2. We acknowledge that the Rule 144A GDR Certificates, the Rule 144A GDRs evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933, as amended (the "Act") or with any securities regulatory authority in any state or jurisdiction of the United States.

3. We certify that:

(i) we are the beneficial owner of the Shares being deposited and we will be the Beneficial Owner of the Rule 144A GDRs issued in respect of the Shares so deposited; and

(ii) we will sell the Rule 144A GDRs only outside the United States in the form of Regulation S GDRs in an "offshore transaction" within the meaning of Regulation S under the Act on a Designated Offshore Securities Market (as defined in Regulation S under the Act) or in a transaction otherwise satisfying all of the applicable requirements of Regulation S under the Act, we will not engage in any "directed selling efforts" (within the meaning given to such term under Regulation S under the Act) in the United States in connection with such sale, and we will not make such sale if we are aware of the Company having made, or being engaged in, "directed selling efforts" (within the meaning given to such term under Regulation S under the Act) in the United States; and

(iii) we are located outside the United States (within the meaning of Regulation S under the Act), we acquired the Shares to be deposited outside the United States (within the meaning of Regulation S) in a transaction satisfying all of the applicable requirements of Regulation S under the Act, and we are not in the business of buying and selling securities; and

(iv) we are (or may be) an Affiliate of the Company, and as such we understand that the deposit of Shares, the issuance of the Rule 144A GDRs and the sale of the Rule 144A GDRs is subject to limitations under the Act and that we are providing this Certification and Agreement to provide comfort to the Depositary and the Company that such deposit, issuance and sale may occur without the need for registration under the Act; and

(v) we agree to indemnify the Depositary, the Company and any of their officers, directors, agents, employees, and affiliates for any and all liability incurred as a result of their reliance on our certifications herein or in connection with our deposit of Shares, the issuance of the Rule 144A GDRs, and the sale of the Rule 144A GDRs.

4. We certify that we have confirmed with the Company that the deposit of Shares for the issuance and subsequent sale of Rule 144A GDRs is not subject to any limitation or restriction thereon imposed by the Company.

5. We understand that the sale of the GDRs in the form of Regulation S GDRs is subject to fees and the certification requirements applicable to Affiliates, in each case described in the Deposit Agreement.

Very truly yours,

\_\_\_\_\_  
(insert name of certifying entity)

By: \_\_\_\_\_  
Name:  
Title:  
Phone:

**CONSENTED TO:**

**PJSC “NOVOROSSIYSK COMMERCIAL SEA PORT”**

By: \_\_\_\_\_  
Name:  
Title:  
Date: