

**Certification and Agreement of Affiliates
Upon Deposit of Shares
Pursuant to Clause 3.3 of the
Deposit Agreement**

(Insert Date)

JPMORGAN CHASE BANK, N.A., as Depositary
4 New York Plaza, 13th 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 Regulation S Global Depositary Receipts evidenced by Regulation S Global Depositary Receipt Certificates (the "Regulation S 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 issuance of Regulation S Global Depositary Receipts (the "Regulation S GDRs") to be evidenced by one or more Regulation S GDR Certificates pursuant to Section 3.3 of the Deposit Agreement and the immediate resale of the Regulation S GDRs on a Designated Offshore Securities Market (as defined in Regulation S under the Securities Act of 1933, as amended (the "Act")).

2. We acknowledge that the Regulation S GDR Certificates, the Regulation S GDRs evidenced thereby and the Shares represented thereby have not been and will not be registered under 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, we have sold, or irrevocably agreed to sell, the Regulation S GDRs issued in respect of the Shares so deposited outside the United States 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) in a transaction otherwise satisfying all of the requirements of Regulation S under the Act, we have not engaged in any "directed selling efforts" (within the meaning given to such term under Regulation S under the Act) in the United States, and we are not 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

(ii) 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

(iii) we are (or may be) an Affiliate of the Company, and as such we understand that the deposit of Shares, the issuance of the Regulation S GDRs and the sale of the Regulation S 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

(iv) 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 Regulation S GDRs, and the sale of the Regulation S GDRs.

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

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Name:
Title:
Date:

CONSENTED TO:

PJSC “NOVOROSSIYSK COMMERCIAL SEA PORT”

By: _____
Name:
Title:
Date: