

Information Letter

In Connection with the Receipt by Baltika Breweries of the Request for Buy-Out of Securities

Dear Shareholder of Baltika Breweries,

This is to inform you that in accordance with Article 84.8 of Federal Law No. 208-FZ "On Joint Stock Companies", dated 26 December 1995 (as amended) (the "**JSC Law**"), a person that, as a result of a voluntary offer to acquire all securities of Baltika Breweries (hereinafter also referred to as the "**Company**") acquired more than 10% of the total number of shares of the Company and became (together with its affiliates) the owner of more than 95% of the total number of shares of the Company, is entitled to buy-out all remaining shares in the Company from their holders.

If the majority shareholder makes a request for buy-out, and performs payment for the shares at the price and in accordance with the procedure established by applicable legislation, the registrar of the Company must transfer the shares in the Company that are subject to buy-out from the securities accounts of their owners (without the need to request their consent) and credit the relevant shares to the securities account of the majority shareholder that made the abovementioned request, within three days after documents confirming payment for the shares are submitted to the Company's registrar.

In order to ensure the protection of rights of shareholders whose shares are subject to forced buy-out, Russian legislation establishes strict requirements for the determination of the price of shares that are subject to buy-out, in particular:

- such price may not be lower than the market value of the shares as determined by an independent appraiser;
- the price may not be lower than the price at which shares in the Company were acquired under the voluntary offer; and
- the price may not be lower than the highest price at which the shareholder that made the request for the buy-out of shares of the Company (or its affiliates) acquired or undertook to acquire shares of the Company following the expiry of the term for acceptance of the voluntary offer as a result of which such person (together with its affiliates) became the owner of more than 95% of the total number of shares of the Company.

In addition to that, prior to such request for buy-out being delivered to the Company and to shareholders, it must be submitted to the Federal Financial Markets Service (the "**FFMS**") so that the latter may exercise control over compliance with applicable legislation, including the procedure for determining of the price of shares that are subject to buy-out.

I. Request for Buy-Out

On 14 September 2012, Baltika Breweries received a request (the "**Request for Buy-Out**") from a shareholder of the Company, Baltic Beverages Holding Aktiebolag, which together with its affiliates holds more than 95% of the total number of shares of the Company. The Request for Buy-Out was made with respect to ordinary registered uncertificated shares of the Company held by the Company's other shareholders (the "**Shares**"). A copy of the Request for Buy-Out is attached as **Annex 1** hereto.

Baltic Beverages Holding Aktiebolag together with its affiliates became the owner of more than 95% of the total number of Shares of the Company as a result of the voluntary offer to acquire all securities issued by the Company. Further, as a result of acceptance of this voluntary offer it acquired more than 10% of the total number of Shares of the Company. Accordingly, Baltic Beverages Holding Aktiebolag received the right to conduct a forced buy-out of all shares of the Company by making the Request for Buy-Out in accordance with Article 84.8 of the JSC Law.

Baltic Beverages Holding Aktiebolag has made the Request for Buy-Out in accordance with the procedure set by applicable Russian law and in compliance with the requirements established for determining the price of Shares that are subject to buy-out. The Request for Buy-Out was also subject to governmental control performed by the FFMS.

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The Company's board of directors considered the Request for Buy-Out received by the Company and unanimously approved the attached recommendations in connection with the Request for Buy-Out (**Annex 2** hereto).

II. Procedure for the Buy-Out of Shares

In accordance with the Request for Buy-Out Baltic Beverages Holding Aktiebolag will acquire all shares from all shareholders of the Company **at a price of 1,550 Rubles per Share** (the "**Buy-Out Price**"). The Buy-Out Price was determined taking into account the results of the valuation of Shares performed by an independent appraiser (appraisal report by LLC "Rosexpertiza" dated 28 June 2012) according to which the market value of one Share is 1,285.56 Rubles. A copy of the substantive provisions of the appraisal report is attached in **Annex 3** hereto. Thus, in compliance with the requirements set by applicable legislation, the Buy-Out Price exceeds the price per one Share determined by the independent appraiser.

The Appraisal Report was scrutinized by Non-profit Partnership "Samoreguliruemaya Organizatsia Assotsiatsii Rossiskiykh Magistrov Otsenki", and as a result of such expert evaluation the market value of a Share has been confirmed (a copy of the substantive provisions of the expert opinion is attached in **Annex 3** hereto).

The Buy-Out Price is equal to the price at which shares of the Company were acquired pursuant to the voluntary offer, and exceeds the average weighted price determined on the basis of the results of trading on Closed Joint Stock Company "MICEX Stock Exchange" during the six months preceding the date of submission of the Buy-Out Request to the FFMS.

Baltic Beverages Holding Aktiebolag will make payment for the Shares during the period from 31 October 2012 until 26 November 2012 (inclusive).

Payment for the Shares will be made by transfer of the required amount to the bank account or the mailing address indicated in your application. The recommended form of the application is attached as **Annex 4** hereto (the "**Application**"). Payment for the Shares will only be made according to the details indicated in the Application, irrespective of the information on bank details or mailing addresses contained in the shareholders register. If a shareholder does not provide an Application, or its Application is received with a delay, funds for payment for the Shares that are subject to buy-out will be deposited with a notary.

To avoid mistakes and with a view to timely submission of Applications and receipt of funds for the Shares by shareholders, we recommend you to perform the following actions:

1. Approach your bank and obtain full details of your bank account in writing. If you do not have a bank account, we strongly recommend you to open one, as a **transfer of money via the postal service takes more time.**
2. Accurately complete your Application in Russian and insert your bank details or your mailing address, depending on the method of payment you choose. If the Application that we receive from you contains both bank details and mailing address for making payment for the Shares, payment will be made to respective bank account. When completing the Application please use the sample form of the Application that was provided to you. Fill out the Application in a readable manner. Please do your best to avoid making mistakes or corrections. If you are not entirely sure that you are able to complete the Application at the first attempt, please make a copy of the sample Application form. You can also print out the Application from the following web-site: www.corporate.baltika.ru. If you comply with these recommendations it will allow us to quickly and accurately process your Application.
3. Sign the Application. It must be signed either by a shareholder in person, or by its duly authorized representative. If the Application is signed by a duly authorized representative of a shareholder, it must be accompanied by a power of attorney (the original or a notarized copy thereof) or another document certifying that the person signing the Application is authorized to act on behalf of the shareholder.
4. Once filled out, your Application should be **sent by post to the following address:**

8 Ivana Franko Street, Moscow, Russian Federation, 121108, CJSC "Computershare Registrar" (with a note "Baltic Beverages Holding Aktiebolag's Request for Buy-Out" on the envelope),

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or:

delivered in person to one of the addresses below:

1) Central office of CJSC "Computershare Registrar"

Address: 8 Ivana Franko Street, Moscow, Tel: +7 (495) 926-81-60; working hours: from 10 am until 4.30 pm from Monday until Thursday, and from 10 am until 3 pm on Friday.

2) Saint Petersburg Branch of CJSC "Computershare Registrar"

Address: 4-A Izmailovskiy Prospekt, Saint Petersburg, Tel: +7 (812) 251-81-38, 346-74-08, 346-74-09; working hours: from 10 am until 4 pm from Monday until Friday.

3) Baltika Breweries

Address: 3 6th Verkhniy Pereulok, Saint Petersburg, Tel: +7 (812) 329-91-09; working hours: from 10 am until 1 pm and from 2 pm until 4 pm from Monday until Friday.

If an Application is submitted in person, a shareholder or his/its representative will be required to present his/her passport.

Important Note: If you have changed your passport, name or other personal details, you should update the relevant details in the shareholders register of the Company, by way of submitting a new questionnaire containing such updated information to the registrar. The functions of the Company's registrar are performed by CJSC "Computershare Registrar" (8 Ivana Franko Street, Moscow, 121108, Russian Federation, Tel: +7 (495) 926-81-60).

5. **The last date for acceptance of Applications (submitted in person or delivered by post) will be 30 October 2012.** If the Application is not received by that date, or although submitted in time, the Application does not contain required information on bank details or on the mailing address for making a transfer of money via the postal service, or if information on the shareholder contained in the Application does not match with information on respective shareholder recorded in the shareholders register of the Company, Baltic Beverages Holding Aktiebolag will deposit the money due for your Shares with a notary at the location of the Company.

Information on the notary: notary in Saint Petersburg Eugene Vladimirovich Leontiev, address: 1 Nekrasova Street, Saint Petersburg, 191014, Russia, Tel/Fax: +7 (812) 273-41-47, license No. 253 issued on 8 June 1994, order No. 253-k on vesting him with the authorities of a notary engaged in private practice dated 16 June 1994.

If Shares that are subject to buy-out are recorded in an account(s) of a nominee holder(s), and the latter fail(s) to provide information in a timely fashion on the persons in whose interests it (they) hold Shares, Baltic Beverages Holding Aktiebolag will make payment for the Shares to the nominee holder(s).

A shareholder must at its own cost and expense undertake any actions that may be required to collect money which Baltic Beverages Holding Aktiebolag deposits with the notary or with a nominee holder.

Due to the large number of holders of Shares in the Company, and in the interest of due and accurate processing of your Application, we **strongly recommend you to submit Applications in advance of expiry of the term for their acceptance.**

Annexes:

1. Request for Buy-Out;
2. Recommendations of the Company's Board of Directors;
3. Substantive provisions of the report of the independent appraiser and of the expert opinion;
4. Recommended Form of Shareholder's Application.