

Approved by
“Magister-Fund of Highly-liquid Shares”,
Closed-end Non-diversified
Corporate Investment Fund,
Open Joint Stock Company
General Shareholders meeting
Minutes №2 dated 20.06.2007.

REGULATIONS
“Magister-Fund of Highly-liquid Shares”
Closed-end Non-diversified Corporate Investment Fund,
Open Joint Stock Company

1. Information on the Fund

- 1.1. Full name: **“Magister-Fund of Highly-liquid Shares”, Closed-end Non-diversified Corporate Investment Fund, Open Joint Stock Company** (Fund).
- 1.2. Term - 3 (three) years starting from the date of the Fund's state registration as a legal entity.
- 1.3. The date and number of Certificate on state registration: 25.05.2007, Series Ф01 № 256944, registration №– 1 070 102 0000 028311;
- 1.4. Code ЄДРПОУ: 35142575;
- 1.1. Location: 5, Chervonoarmiyska Str., Kyiv, Ukraine, 01004;
- 1.2. Initial statutory fund - 525 000,00;
- 1.3. The date and number of first issuance share: 15.06.2007, № 689
- 1.4. The volume of issue, quantity and share's face-value: UAH 525 000,00, 525 simple nominal shares, 1 000,00;
- 1.5. The form of share issue: book-entry;
- 1.6. Information on the Fund's founders:
 - “Magister” Asset Management Company”, Limited Liability Company, Registration Code ЄДРПОУ: 34730685, 5, Chervonoarmiyska Str., Kyiv, Ukraine, 010.
 - Natalya Bakhmach, Passport Series ME № 691926, issued by Desnyansky Regional Administration of Municipal Government of Ministry of Internal Affairs of Ukraine 09.06.2005; address: 16, 211 Sholom-Aleykhem Str., Kyiv, Ukraine, IN 2934815164.
- 1.7. Type of the Fund: Closed-end.
- 1.8. Type of the Fund: Non-diversified.

2. Information on the Asset Management Company

- 2.1. Full name of Asset Management Company: **“Magister” Asset Management Company”, Limited Liability Company** (Company).
- 2.2. Company's Registration Code: 34730685.
- 2.3. Location, telephone, fax:
5, Chervonoarmiyska Str., Kyiv, Ukraine, 01004.
Tel./Fax 494-24-22, 494-24-23.

2.4. Series, number and date of the License to engage in the professional activities on asset management: AB № 189947, Commission for Securities and Stock Market's decision № 53, dated 19.01.2007.

2.5. The Director – Sergiy Sichkar. E-mail – sichkar@am-magister.com.

3. Change of Asset Management Company.

The asset management company is changed in case of:

3.1. Approval by the Fund's general shareholders meeting ("General meeting") of the decision on the early termination of contract with the asset management Company ("Contract on asset management");

3.2. Decision of the Company to terminate activity on collective investment institutions asset management;

3.3. Termination or cancellation by the State Securities and Stock Market Commission ("the Commission") of the Company's license on professional stock market activity: collective investment institutions asset management;

3.4. Company's liquidation.

3.5. In case the Company is changed, all operations required for termination of the Contract on asset management and fulfillment of obligations stipulated by the Contract on asset management should be implemented. When the Company is changed, all measures stipulated by current legislature and the Contract on asset management aimed at protecting the Fund's shareholders' ("Shareholder") rights should be taken. In case the regulative acts of the Commission on the procedure on change of the Company on asset management come into force after the Regulations are approved, the change is implemented in keeping with the requirements of the given regulatory acts.

4. Change of the Fund's Custodian.

The Fund's custodian ("the Custodian") is changed in the case of:

4.1. Approval by the General meeting of the decision on the early termination of contract with the Custodian servicing the Fund's assets;

4.2. Decision of the Custodian to terminate the securities custodian depository activity;

4.3. Termination or cancellation by the State Commission on Securities and Stock Market ("the Commission") of the Custodian's license on professional stock market activity: securities custodian depository activity;

4.4. Custodian's liquidation.

In case of the Custodian's change, all operations required for termination of the Contracts between the Fund and the Custodian and fulfillment of obligations stipulated by these Contracts should be implemented. When the Custodian is changed, all measures stipulated by current legislature and the above Contracts aimed at protecting the shareholders' rights and timely transfer of assets to new custodian should be taken. In case the regulative acts of the Commission on the procedure of Custodian's change come into force after the Regulations are approved, the change is implemented in keeping with the requirements of the given regulatory acts.

5. The Procedure on Determination of the Net Asset Value of the Fund and the Fund's Shares Placement (Redemption) Price.

5.1. The Fund's net asset value is determined according to the procedure stipulated by the "Regulations on determination of collective investment institutions net asset value" (unit and corporate investment funds) approved by the Decision of the State Securities and Stock Market Commission as of 2 July 2002, No. 201 ("Regulations"). In case the changes are made to this Regulation or in case the regulative acts on changes in the procedure of collective investment institutions net assets value determination are approved, the net value of the Fund's assets is determined according to the requirements of legislature in force and corresponding regulative documents.

5.2. The Fund's net asset value does not include the value of securities, the issuance registration of which has been cancelled in accordance with the procedure established by legislature.

5.3. In calculating net asset value of the Fund, the market value of Fund's securities. Market value of the Fund's securities traded in more than one organized market is valued by the lowest of the last quotations, determined in each market for the previous month, taking into account the criteria set by the Regulations.

5.4. Securities the circulation of which has been terminated are included in the Fund's net asset value calculation at the rate of 75% of their book value.

5.5. The Fund's net asset value is calculated in the end of each working day.

5.6. Unless Commission has approved the Fund as such that had achieved its activity norms specified by current legislation for corporate investment funds, Investment Certificates are placed at their nominal value.

5.7. After Commission has approved the Fund as such that had achieved its activity norms specified by current legislation for corporate investment funds, Investment Certificates are placed at calculated value but it shall be not less than nominal value.

5.8. Calculated value of Fund's shares is determined by means of dividing of total net asset value of the Fund to the quantity of Fund's shares in circulation for the date of calculation.

5.9. The value of Fund's shares that are purchased by the investor (except 5.6 of these Regulations) after achieving Fund's activity norms is determined from the calculated value for the day of submitting the application on acquisition of Fund's shares.

6. The Procedure of Determination of Company's Fee and Covering the Expenses Incurred by the Fund.

6.1 Company's fee is 2 (two) percent of annual average net asset value of the Fund under management during fiscal year. The volume of Company's fee is approved by Supervisory Board of the Fund.

6.2 Company's fee is paid with cash assets. All payments on Company's fee are paid in national currency of Ukraine.

6.3 Company's fee is determined depending on the net asset value of the Fund. Company's fee is calculated monthly and is paid until 10 day of the month before calculation (except 6.5 of this Agreement).

6.4 Determination of the net asset value for calculation of the Company's fee is made on the basis of information on average monthly net asset value of the Fund as of the end of the last working day of the corresponding month.

6.5 Besides, according to the results of fiscal year and in accordance with these Regulations and current legislation the Company can get **bonus**. The volume of bonus can't be more than **15%** from the profit, which the Fund had received according to the results of fiscal year over the profit, calculated in the investment declaration for appropriate fiscal year. Planned profit is established by National Bank of Ukraine according to the level of medium interest rate for the year.

6.6 Other fees and expenses paid from Fund's assets:

6.6.1 Fee to the Fund's custodian;

6.6.2 Fee to the Fund's auditor;

6.6.3 Fee to the Fund's property valuator;

6.6.4 Fee to securities trader;

6.6.5 Transaction costs:

- Fee to the Fund's registrar;

- Payment for bank servicing;
- Notary services;
- Depository services;
- Payment for publications of the required information on the Fund's activities;
- Informational services (payment for acquiring information regarding the issuers in the securities of which the Fund has allocated or plans to allocate its assets; payment for other information required for collective investment);
- Rent payment;
- Remuneration of labor to the members of Fund's Supervisory Board;
- Advertising services;
- Expenses for servicing the Fund's participants.

6.7. Expenses specified in this item may not exceed **5 (five) percent** of annual average Fund's net asset value during the fiscal year.

6.8. The Company at its own account pays for other expenses and expenses exceeding the amount specified by legislation.

7. The procedure of Fund's profit distribution

The amount of Fund's profit received from collective investments activity with the exception of Company's fee and expenses which are paid at the expense of Fund's assets is distributed between Fund's participants by means of dividends.

The dividends are paid out during 3 months after making appropriate decision by Common Shareholders meeting.

8. Procedure and terms of the shares redemption.

8.1. Shares redemption is carried out after Fund's termination at calculated price which is determined from Fund's net asset value.

8.2. Calculated Fund's shares value is determined from the dividing of total net asset value to the quantity of Fund's shares under circulation for the date of carrying out of calculation.

8.3. The value of Fund's shares which redeemed at Fund liquidation is determined from calculated value of shares on the date of the decision to terminate Fund's activity, corrected by the estimate of expenditures of the Commission of Fund termination.

8.4. Fund's shares redemption is carried out by the way of cash assets. After this the property right for these shares terminates. Besides, upon investor's written consent the redemption can be carried out by means of other assets of the Fund.

9. Investment Directions

Investment directions are indicated in the Investment declaration of the Fund which is an integral part of this Regulation and is in the Annex 1 of this Regulation.

10. Minimum value of contracts (agreements) involving the Fund's assets subject to approval by the Fund's Supervisory Board

The contracts on the Fund's assets exceeding 500,000 UAH (five hundred thousand) at the date of signing the contract (or the equivalent in foreign currency) are subject to approval by the Fund's Supervisory Board.

INVESTMENT DECLARATION
of “Magister-Fund of Highly-liquid Shares”
Closed-end Non-Diversified Corporate
Investment Fund, Open Joint Stock Company

1. Full name:

In Ukrainian:	Відкрите акціонерне товариство «Закритий недиверсифікований корпоративний інвестиційний фонд «Магістр-фонд високоліквідних акцій»
In Russian:	Открытое акционерное общество «Закрытый недиверсифицированный корпоративный инвестиционный фонд «Магистр-фонд высоколиквидных акций»
In English:	“Magister-Fund of Highly-liquid Shares” Closed-end Non-Diversified Corporate Investment Fund, Open Joint Stock Company

2. The Fund was founded according to the decision of the «Magister-Fund Profitable” Closed-end Non-Diversified Corporate Investment Fund, Open Joint Stock Company, Constituent Assembly meeting (Minutes No.1 dated 19.03.2007 року).

3. The objective of the Fund's activity:

- Profit earning from collective investment activity, making investments profitable;
- Fulfillment of social and economic concern of Fund’s shareholders at the expense of earned profit.

4. The Fund's assets may comprise:

- Securities of the Ukrainian issuers;
- Cash, including foreign currency;
- Other assets provisioned by current legislature of Ukraine.

5. The Fund's assets may not comprise:

- Securities issued by asset management company, custodian, registrar, audit company of the Fund;
- Securities of foreign states and foreign legal entities traded at less than two leading foreign stock exchanges or TIS, the list of which is determined by the State Commission for Securities and Stock Market;
- Securities of other collective investment institutes;
- Derivative securities;
- Real estates alienation of which is restricted by legislation of Ukraine.

6. Fund’s assets structure shall correspond to such requirements:

- Securities value, which Fund owns on the proprietary right shall be not less than 70 (seventy) % of average annual Fund’s assets value;
- Securities value, which Fund owns on the proprietary right and which don’t have quotation in stock exchange or TIS can’t be more than 50 (fifty) percent of average annual Fund’s assets value;
- Assets can’t comprise bills of credit and saving (deposit) certificates for more than 30 percent of the Fund’s assets.
- Other restrictions and prohibitions according to current legislation for diversified corporate investment funds.

7. Investor shall take into account the following possible risk factors in taking decision as for acquisition of Fund’s shares:

- Economic risks including general non favorable development of the economy, inflation, general low liquidity of stock market of Ukraine;
- Negative changes in the legislation including changes of tax legislature (reversal of tax benefits);

- Starting of state of emergency regime, nationalization regime, expropriation, new normative acts as for bank activity and/or securities circulation, revocation or withholding of license of Asset Management Company or Custodian, war, natural disasters, civil disobedience acts, mass riots, strikes, lock-outs, restrictions in cashing, and restrictions as for cashless settlement, which may be involved by banks, acts of state and local authorities, acts of any State Body or organization, or any other situations which influence the profitability of stock market of Ukraine;
- Special risks of the Fund as an institutional investor including risks connected with improper protection of rights of minority shareholders, the risks connected with restricted access to the information about the company, the securities of which are included into Fund's assets, the risk of possible bankruptcy, nationalization or re-privatization of the company, the securities of which are included into Fund's assets;
- Man-caused risks and natural calamities.

8. Planned profit is established by National Bank of Ukraine according to the level of medium interest rate for the year.

9. Fund carries out its activity taking into account restrictions indicated in Article 4 and 34 of Law of Ukraine "About Collective Investment Institutes (unit and corporate investment funds)".

Restrictions specified in p. 6 of this investment declaration are used in 6 (six) months from the date of Fund registration with ЄДПІСІ.

4. Information on the announced issuance of Fund's shares:

Information on the issuance of the Fund's shares for initial statutory fund: general nominal value of shares: 525 (five hundred twenty five) the quantity of shares: 1 000 (one thousand 00).

4.1. Total nominal value of the Fund's shares to be placed: UAH 20 000 000 (twenty million).

4.2. Nominal value of shares: UAH 1 000 (one thousand 00).

4.3. The planned selling rate of Fund's shares: before the State Securities and Stock Market Commission (Commission) takes the decision about the recognition of the Fund as such that satisfies the demands about the minimum amount of ICI assets – nominal value. After the Commission take the decision about the recognition of the Fund as such that satisfies the demands about the minimum amount of the assets at the price of Fund's net asset value calculated per one Fund's share in circulation, but not less than nominal value.

4.4. Shares quantity: 20 000 (twenty thousand)

4.5. Form of shares: book-entry.

4.6. Form of shares issue: simple nominal.

4.7. Date of beginning and of the end of placement of the shares: The placement of shares begins 10.11.2007. Termination date is: 27.07.2010.

4.8. The shares are sold at the address: 5, Chervonoarmiyska, Str., Kyiv, Ukraine, 01004;

4.9. The rights of shares owners:

- To take part in management of Fund's actions in order specified in current legislation of Ukraine;
- To take part in distributing of profit and get its part (dividends). The persons who are Shareholders at the beginning of paying the dividends have the right for getting the part of profit (dividends) proportionally to the part of each shareholder;
- To get information as for Fund activity. Upon shareholder's request Fund is obliged to give him the copies of annual balance sheet, Fund's reports, minutes of meetings;
- To appoint the representative for participation in General Shareholders meetings and withdraw him;
- To buy Fund's shares that are issued or were redeemed by the Fund in top-priority order;
- Dispose of shares in the order, specified by current legislation of Ukraine;
- In case of Fund liquidation to get the part of value of his property, which is proportional to the volume of his part in Fund statutory capital;
- Other rights according to current legislation of Ukraine.

4.10. The procedure of shares placement and payment: the shares are placed among investors and shareholders, who are willing to buy Fund's shares. Fund's Shareholders have the right to buy shares of this Fund. Fund's shares are placed by Fund's Asset Management Company "Magister",

AMC. Each placed share gives the same rights to all owners. Placed shares can be sold for cash assets only. Underpayment is not allowed. The person wishing to purchase the Fund's shares (Investor) submits application to purchase the shares of the Fund (Application). The submitted application is irrevocable.

The form of applications is determined with Regulations of State Commission for Securities and Stock Market of Ukraine. The Application is signed by authorized person and stamped.

In the Application on securities redemption the quantity of redeemed securities shall be indicated. During the period of achieving of norms, shares are placed at the nominal value. After decision of the Commission – at calculated value on the assumption of Fund's net asset value per one share in circulation for the date of calculation, but not less than nominal value. The period between the date of payment by the investor according to the application on acquisition of shares and the date of receipt of shares to securities account of the investor shall not be more than 7 (seven) days.

The Custodian, Auditor who have signed Agreement on Fund servicing and their constituents don't have right to acquire Fund's shares.

Assets for shares are transferred on the account of "Magister-Fund of Highly-liquid Shares", CNCIF, OJSC № 265070131770 in "NRB Bank", Closed Company; 46, Volodymyrska Str., Kyiv, Ukraine, 01034; MFO 320627.

4.11. Obligations as for returning of invested assets to investors in case of shares issue refusal: in case of shares issue refusal, the issuer shall return all assets to investors during the period according to current legislation.

4.12. The term, order and location of dividends paying: dividends are paid once a year according to results of official year by the way of transferring of cash assets on the accounts of shares owners. The dividends are paid during three months after taking appropriate decision by Common Shareholders Meeting. The date of starting of dividends paying: in five working days after Shareholders Meeting. Dividends that were not paid in time shall be deposited on Fund's current deposit account in the bank. With the questions as for paying of dividends one shall address: 5, Chervonoarmiyska Str., Kyiv, Ukraine, 01004; 494-24-22; 494-24-23.

5. Information on the Depositary:

1. Full name – "Inter-regional Fund Union", JSC;
2. Code ЄДРПОУ – 24917996;
3. Location – 7-b, Vetrov Str., Kyiv, Ukraine, 01032;
4. Tel./Fax – (044) 238-61-92, 238-61-93, 238-61-94, 238-61-95;
1. 5. Series, number and date of issue of the License on depositary activity: AB № 189728, issued by State Commission for Securities and Stock Market dated 07.11.2006, term of the License – until 07.11.2016.

6. Information on the Independent Property Appraiser:

1. Full name – "Samson", Ltd;
2. Code ЄДРПОУ – 23526845;
3. Location – 17-25, 168, Gertsen Str., Kyiv, Ukraine 04050;
4. Telephone – 230-01-78; 230-01-31;
5. Certificate – №3207/05, dated 11.04.2005 with State Property Fund, term of the Certificate – until 11.04.2008.

7. List of Trading Platforms where the Fund's Shares were or are Sold:

Fund's shares were not and are not sold at the regulated stock market.

8. Information on the Custodian:

1. Full name – “NRB Bank”, Closed Company;
2. Code ЄДРПОУ – 25959784;
3. Location – 46, Volodymyrska Str., Kyiv, Ukraine, 01034;
4. Telephone – 247-43-43, 247-43-21;
5. Fax – 247-45-45;
6. Series, number and date of issue of the License on securities issuance and circulation; Depository, Custodian АБ № 293373, dated – 07.11.2005, Term of the License – until 25.09.2012.

9. Information on the Auditor:

1. Full name – “Audit Bureau” Audit Company”, Ltd.;
2. Code ЄДРПОУ – 32159015;
3. Location – 4a, 2, Gusovsky Str., Kyiv, Ukraine;
1. 4. Tel./Fax –(044) 280-97-72;
2. License: registration certificate № 3027 issued on the decision of Audit Chamber of Ukraine № 113 dated 26.09.2002., term of the Certificate – 27.09.2012; Registration certificate № 249, dated 15.03.2007, term of the Certificate – 27.09.2012.

10. Information on the Securities Trader:

1. Full name – “Magister – invest” Financial Company”, Limited Liability Company;
2. Code ЄДРПОУ – 35142355;
3. Location – 5/1, Chervonoarmiyska, Str., Kyiv, Ukraine, 01004;
4. Tel./Fax– (044) 494-24-22, 494-24-23;
5. Series, number and date of issue of the License on activity at stock market – securities trader, broker АБ № 318470, dated 02.07.2007, term of the License – until 02.07.2012;