

Subject to completion, dated April 26, 2004

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Renaissance Capital Limited, which is authorized and regulated by the Financial Services Authority, is acting for RenGaz Holdings Limited and for no one else in connection with the Placing and will not be responsible to anyone other than RenGaz Holdings Limited for providing the protections afforded to clients of Renaissance Capital Limited or for affording advice in relation to the contents of this document or any matters referred to herein.

RENGAZ HOLDINGS LIMITED

(A company with limited liability and unlimited duration incorporated on April 13, 2004 as an exempted company under the laws of the Cayman Islands with registration number HL-134753)

PLACING
of up to 20,000,000 Shares
to Qualified Investors
at a price of US\$10 per Share,
exclusive of an initial charge of US\$0.05 per Share,
payable in full on application

Investment Manager
RENAISSANCE CAPITAL INVESTMENT MANAGEMENT LIMITED

April , 2004

Application has been made for the Shares to be listed on the official list of the Bermuda Stock Exchange. Under the restricted marketing rules, Shares may only be marketed to and traded on the exchange between Qualified Investors. It is expected that dealings will commence on or about April 26, 2004. Notwithstanding the listing of the Shares, it is not anticipated that an active secondary market will develop in the Shares. The Placing will open for subscriptions at 9:00 a.m. on April 26, 2004 and will close at 5:00 p.m. on April 30, 2004. Subscription monies in respect of applications under the Placing must similarly be received on or before 5:00 p.m. on April 30, 2004. All references to time unless otherwise stated are references to time in the United Kingdom.

Subscriber Identifying Ref No:

This document includes particulars given in compliance with the Listing Regulations of the Bermuda Stock Exchange for the purpose of giving information with regard to the Company. The Directors, whose names appear on pages 36-37, collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The Company does not propose to seek a listing of the Shares on any stock exchange other than the Bermuda Stock Exchange.

As the Shares in the Company will not be redeemable at the option of the holders thereof, the Company is not a mutual fund company for the purposes of the Mutual Funds Law, and therefore is not required to be licensed or registered under such law. Nevertheless, the Company has voluntarily elected to be registered with the Authority pursuant to the Mutual Funds Law. Such registration does not imply that the Authority or any other regulatory authority in the Cayman Islands has passed upon or approved this Prospectus or the Placing of the Shares hereunder. To effect the registration the Company is required to provide to the Authority a summary of the terms of the Placing of the Shares and details of the various agents of the Company. The Company will also be required to file annually with the Authority audited financial statements for the Company. The Company is required to notify the Authority of any changes in the details of the summary of the terms of the Placing and any change in the Company's agents as filed on initial registration. Registration with the Authority does not imply that the Authority or any regulatory authority in the Cayman Islands has passed upon or approved this Prospectus or the offering of the Shares hereunder.

Shares in the Company are offered only on the basis of the information contained in this Prospectus. Any further information or representations given or made by any dealer, broker or other person should be disregarded and, accordingly, should not be relied upon. No person has been authorized to give any information or to make any representation in connection with the Placing of Shares in the Company other than those contained in this Prospectus and if given or made, such information or representations must not be relied on as having been authorized by the Company, the Directors or any other person. Neither the delivery of this Prospectus nor the issue of Shares shall, under any circumstances, create any implication or constitute any representation that the affairs of the Company have not changed since the date hereof. Neither the admission of the Shares to listing nor the approval of the Prospectus pursuant to the listing requirements of the Bermuda Stock Exchange shall constitute a warranty or representation by the Bermuda Stock Exchange as to the competence of services providers to or any other party connected with the Company, the adequacy of information contained in the Prospectus or the suitability of the Company for investment purposes.

The Directors have been advised that the Company is closed-ended and that the Shares fall within the definition of "transferable securities" for the purposes of the UCITS Directive.

The Shares have not been and will not be registered under the 1933 Act or under the securities laws of any state or other political subdivision of the United States and may not be offered, sold, transferred or delivered, directly or indirectly, in the United States (within the meaning of

Regulation S under the 1933 Act, which term includes the United States of America, its territories or possessions, any State of the United States, and the District of Columbia), or to any US person within the meaning of Regulation S under the 1933 Act. Neither the SEC nor any State or other regulatory agency in the United States has passed upon or endorsed the merits of this offer or the adequacy or accuracy of this document. The Company is not and will not be registered under the 1940 Act. Any representation to the contrary is unlawful. Shares may not be resold in the United States or to a US Person.

No copy of this document has been delivered to the Registrar of Companies in England and Wales for registration as a prospectus under the Public Offers of Securities Regulations 1995, as amended (the "PoS Regs"). Accordingly, the Shares may only be offered to persons in the United Kingdom in circumstances that do not constitute an "Offer to the Public" for the purposes of the PoS Regs.

This document has not been approved for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, this document may only be issued or passed on in the United Kingdom, (a) to persons reasonably believed to fall within the provisions of paragraph 49 of the Financial Services and Markets Act 2000 (Financial Promotion) Order, 2001 (as amended) and the Shares will be made available only to such persons and no other person may rely on this document or (b) to any other persons to whom this document may lawfully be communicated pursuant to the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001, as amended.

Members of the public in the Cayman Islands will not be invited to subscribe for Shares. However, non-resident or exempted companies or other non-resident or exempted entities established in the Cayman Islands may subscribe for Shares.

The Company has not been registered in Switzerland and this document may not be issued, circulated or distributed otherwise than in accordance with the very limited exemptions from the Federal law on investment funds and only so as not to constitute either an offering to the general public in Switzerland or an offering on a professional basis in that country. Recipients of this document in Switzerland should not pass it on to anyone without first consulting their legal or other appropriate professional adviser.

Any Shares that are offered, as part of their initial distribution or by way of re-offering, in the Netherlands, shall, in order to comply with the Netherlands Act on the Supervision of Investment Institutions, only be offered to individuals or legal entities who or which trade or invest in investment objects in the conduct of a profession or business, provided that it must be made clear both upon making the offer and in any documents or advertisements in which a forthcoming offering of such Shares is publicly announced (whether electronically or otherwise) that such offer is exclusively made to such individuals or legal entities.

The Articles of Association of the Company give powers to the Directors to decline to register any transfer of Shares to a person who may, either alone or together with others, in the sole and conclusive opinion of the Directors, (i) cause a breach of any applicable law or requirement in any jurisdiction (including by virtue of not being a Qualified Investor); or (ii) prejudice the tax status or residence of the Company or any of its Shareholders; or (iii) cause the Company or any

of its Shareholders to suffer any pecuniary, fiscal or regulatory disadvantage; or (iv) cause the Company to be required to comply with any registration or filing requirements in any jurisdiction with which it would not otherwise be required to comply; (v) cause the assets of the Company to become "plan assets" for the purposes of ERISA; or (vi) require registration of the Company as an "Investment Company" under the 1940 Act.

The obligations of the parties in respect of the transactions contemplated herein are set forth and will be governed by certain documents described in summary form herein. Persons interested in acquiring shares in the Company should read the full text of the actual documents for a complete description of the rights and obligations of the parties thereto. All summaries contained herein are qualified in their entirety by reference to the actual documents, which either are enclosed herewith or are available upon request.

Any information relating to Gazprom (as defined herein) contained in this Prospectus has been extracted from various public and private sources which are considered by the Company to be reliable, but no independent investigation or inquiries have been made to confirm such information or verify such information for its accuracy and the Company does not make any representation with respect to any such information. In addition, historical information relating to Gazprom presented in this Prospectus may not be indicative of future developments. The sole purpose of any information relating to Gazprom contained in this Prospectus is to provide some background information of a general nature, and such information is not being provided as the basis for any investment decision, credit analysis or any other evaluation. Gazprom has not guaranteed any return on its shares, nor has Gazprom guaranteed the performance of the Company or the Company's obligations with respect to the Shares.

Persons interested in acquiring the Shares should inform themselves as to (i) the legal requirements within the countries of their nationality, residence, ordinary residence or domicile for such acquisition, (ii) any foreign exchange restrictions or exchange control requirements which they might encounter on the acquisition or sale of Shares and (iii) the tax and other taxation consequences which might be relevant to the acquisition, holding or disposal of Shares. Persons interested in acquiring the Shares should not construe the contents of this Prospectus or any prior or subsequent authorized communication from the Company and/or Renaissance Capital (as defined in this Prospectus) as business, legal or tax advice. Prior to making an investment in the Shares, each person interested in acquiring the Shares should consult with its own business, legal and tax advisors to evaluate independently the business, legal and tax aspects of making an investment in the Shares and the risks, consequences and suitability of an investment in the Shares.

There are significant risks associated with an investment in the Shares. Because of the risks involved, investment in the Shares is only suitable for Qualified Investors who are able to bear the loss of a substantial portion or even all of the money they invest in the Company, who understand the high degree of risk involved, believe that the investment in the Shares is suitable based upon their investment objectives and financial needs and have no need for liquidity of investments. Prospective Shareholders' attention is also drawn to the "Risk Factors" section (*see pages 23-35*).

It should be appreciated that the value of Shares can fall as well as rise.

EXPECTED TIMETABLE

Latest time and date by which applications to subscribe for Shares under the Placing must be received	5:00 p.m. April 30, 2004
Latest time and date by which subscription monies in cleared funds in respect of applications to subscribe for Shares under the Placing must be received	5:00 p.m. April 30, 2004

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SUMMARY OF TERMS

The following is a summary of certain information set out more fully elsewhere in this Prospectus and in other agreements relating to the Company, the Shares and the Investment Structure (as defined herein). This summary may not contain all of the information that should be considered before investing in the Shares. This summary should be read in conjunction with, and is qualified in its entirety by, such detailed information.

The Company.....	The Company is a newly organized, closed-ended investment company incorporated as an exempted company in the Cayman Islands.
The Placing.....	Shares are being offered for sale to Qualified Investors at an initial subscription price of US\$10 per Share, exclusive of an initial charge of US\$0.05 per Share, payable in full upon application. The minimum initial subscription amount for Shares by a Shareholder is US\$100,000 (excluding initial charges). The Placing is conditional on subscription monies being received by the Settlement Date of not less than US\$20 million. If this condition is not satisfied, subscription monies will be returned to the subscribers without interest at the risk and expense of the subscribers as soon as reasonably practicable after the Settlement Date.
Investment Objective and Policy ...	The investment objective of the Company is to achieve capital appreciation through investment in Gazprom Shares. The Investment Manager will seek to invest the entire assets of the Company in indirect interests (through wholly owned subsidiaries) of Gazprom Shares.
Use of Proceeds.....	The Company will use the net proceeds from the Placing to purchase portfolio securities in accordance with its investment objective and policy (<i>see Use of Proceeds - page 13</i>).
Market for the Shares.....	Application has been made for the Shares to be listed on the official list of the Bermuda Stock Exchange. Under the restricted marketing rules, Shares may only be marketed to and traded on the exchange between Qualified Investors. It is expected that dealings will commence on or about April 26, 2004. Notwithstanding the listing of the Shares, it is not anticipated that an active secondary market will develop in the Shares. Subsequent to the Placing, the Investment Manager will seek to establish an arrangement with an emerging markets specialist broker to make a market in the Shares

of the Company. The Company would seek to receive approval from the Bermuda Stock Exchange prior to establishing such an arrangement. Renaissance Capital or an affiliate may also attempt to match parties desiring to sell Shares with parties desiring to purchase Shares. However, there can be no assurance of such an arrangement being established and in any event there can be no assurance as to liquidity of the Shares of the Company.

Winding-Up of the Company.....

The Directors believe that the investment rationale of the Company may cease to exist if the Russian Government lifts the current foreign ownership restrictions applying to investments in Gazprom Shares or implements other similar material legislative changes governing such investments, including changes that make carrying out the Investment Structure impractical or impossible. In these circumstances, the Directors currently would intend to call an extraordinary general meeting of the Company to propose to the Shareholders that the Company proceed to a voluntary winding-up.

The Company's Articles of Association also incorporate a discount floor provision. This provision provides that if, after the first anniversary of the Closing Date, for any consecutive period of four months, the market price of the Shares (determined on a monthly basis in accordance with the Articles of Association) has stood at a discount in excess of 10% of the Net Asset Value per Share as at each relevant month end, the Directors are required, within 30 days after the end of the fourth month, to propose an ordinary resolution for the Company to continue as an investment company. If this resolution is not passed, the Directors are required to formulate proposals to be put to the Shareholders for the winding-up or other reorganization or reconstruction of the Company.

In addition, at each annual general meeting of the Company falling after the first anniversary of the Closing Date, unless a resolution is already required to be proposed pursuant to the discount floor provisions referred to above, an ordinary resolution shall be proposed that the Company continue as an investment company. If that resolution is not passed, the Directors are required to formulate proposals to be put to the Shareholders for the winding-up or other reorganization or reconstruction of the Company.

Dividend Policy	The Directors have absolute discretion as to the payment of dividends. The Company may pay dividends in correlation with any dividends or distributions declared by Gazprom on the Gazprom Shares, although the Directors are not required to do so. Any dividends paid will be paid in accordance with the rules of the Bermuda Stock Exchange.
Valuation Policy.....	The Company's Net Asset Value will be calculated by the Administrator and Registrar on each Business Day or at such other times as the Directors consider appropriate. Further information on calculation of the Company's Net Asset Value is set out in "General Information" (<i>see pages 64-65</i>).
Fees and Expenses	The Company will pay the Investment Manager a management fee equal to 1% per annum of the average daily Net Asset Value of the Company and payable quarterly in arrears on March 31, June 30, September 30 and December 31 of each year. The Investment Manager may also recover out-of-pocket expenses reasonably incurred by it in the performance of its duties. The Investment Manager will bear the costs and expenses incidental to the establishment of the Company and the Placing of the Shares, which are not expected to exceed US\$300,000. However, the Company and the Investment Manager have agreed that the Investment Manager will be reimbursed a pro rata amount equal to 0.25% per annum of the average daily Net Asset Value, such fee to accrue each month and paid quarterly in arrears, subject to total payment not exceeding the estimated cost as above. Further information with respect to fees and expenses payable by the Company is set out in "Management and Administration—Fees and Expenses" (<i>see pages 43-44</i>).
Taxation	At the date of this Prospectus, there is no Cayman Islands income, corporation, or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by the Company or its Shareholders not ordinarily resident in the Cayman Islands. The Company is not subject to stamp duty on the issue, transfer or repurchase of its Shares. Further information on taxation is set out in "Taxation" (<i>see pages 51-55</i>).
Transfer of Shares.....	A transfer may be effected at any time by an instrument in writing in any usual or common form which the

Further Issues of Shares	<p>Directors or the Investment Manager may approve. The Directors or the Investment Manager shall decline to register any transfer of Shares to a person who, either alone or together with others, in the sole and exclusive opinion of the Directors or the Investment Manager is a person referred to in "General Information" (<i>see page 59</i>). Shares held in Euroclear are freely transferable in the Euroclear system and no ownership or transfer restrictions will be monitored by the Euroclear operators.</p> <p>The Directors are entitled to issue the unissued share capital of the Company at such times and on such terms and conditions as they think fit. There are no pre-emption rights in favor of the Shareholders in respect of the Company. The Directors will consider issuing further Shares in the Company from time to time if they believe it would be in the best interests of the Company to do so. In order to protect the interests of existing Shareholders, the Directors will only issue further Shares at prices equal to or greater than the most recently published Net Asset Value per Share.</p>
Risk Factors	<p>An investment in the Shares involves a high degree of risk as the return on such investment is dependent on the value of Gazprom Shares and on political and economic developments in Russia. Furthermore, an investment in the Shares carries a heightened risk because the Investment Structure that the Company will use to make its investments and repatriate its proceeds is dependent on complex sets of laws and regulations in various jurisdictions including the Cayman Islands, Cyprus and Russia.</p> <p>Shareholders should carefully consider their ability to assume the risks associated with making an investment in the Shares. Investments in the Shares are intended for long-term investors and should not be considered a vehicle for trading purposes. (<i>See Risk Factors - pages 23-35</i>).</p>
Form of Shareholding	<p>Shares may be held through Euroclear or in the Shareholder's own name in registered form. The Shares have been accepted for clearance through Euroclear. Euroclear will not be responsible for monitoring beneficial ownership of the Shares credited to the accounts of any Euroclear account holder. The minimum tradable number of Shares in Euroclear is one</p>

	Share.
	Shares held through Euroclear are held with the Euroclear specialized depository. US Persons may not hold Shares in Euroclear.
Investment Manager.....	Renaissance Capital Investment Management Limited shall act as investment manager of the Company.
Sub-Advisor	Renaissance Capital Management Company Limited has entered into a sub-advisory agreement with the Investment Manager, pursuant to which the Sub-Advisor provides research and investment recommendations with respect to Gazprom Shares. Under the sub-advisory agreement, the Investment Manager, and not the Company, compensates the Sub-Advisor.
Administrator and Registrar.....	Custom House Administration & Corporate Services Limited shall act as administrator and registrar of the Company.
Subsidiary Administrator	Renaissance Investment Advisors Limited shall act as administrator of the subsidiaries of the Company and the Investment Structure.
Authority to Buy-Back and/ or Redeem Shares	<p>The Company may purchase Shares in the market, off market or by tender in order to address any imbalance between the supply of and demand for Shares. The Directors may also repurchase Shares at their absolute discretion pursuant to a Repurchase Request from a Shareholder, in accordance with applicable law and resolutions adopted by the Company's Shareholders.</p> <p>At the absolute discretion of the Directors, provided that in conducting the repurchase the Company is in compliance with applicable law, the Shares will be repurchased at a repurchase price equal to the Net Asset Value per Share as of the Business Day immediately following receipt of the Repurchase Request. Under Cayman Islands law, Shares may only be repurchased out of profits, the share premium account (in respect of any premium) or capital. To the extent that such Shares are repurchased out of capital, the Company must be able to pay its debts as they fall due in the ordinary course of business immediately following the dates on which the payment out of capital is proposed to be made.</p> <p>The timing of offers to repurchase Shares and the approval of any Repurchase Requests will remain at the</p>

absolute discretion of the Directors provided always that the Directors will seek to ensure that the Company will not become open-ended for tax or regulatory purposes and that the Company does not become a mutual fund for the purposes of Mutual Funds Law. Accordingly, the Shareholders should be aware that they can have no expectation that their Shares will be repurchased or redeemed.

The Directors may also require the compulsory redemption of the Shares in certain circumstances (see General Information - page 60).

DEFINITIONS

"Administration Services Agreement"	The agreement between the Company and the Administrator and Registrar dated April 13, 2004
"Administrator and Registrar"	Custom House Administration & Corporate Services Limited, a company organized under the laws of Ireland
"Admission"	The admission of the Shares of the Company to listing on the official list of the Bermuda Stock Exchange, which is expected to be on or around April 21, 2004
"Articles of Association"	The Articles of Association of the Company
"Authority"	Cayman Islands Monetary Authority
"BDS"	Bermudian Dollars, the lawful currency of Bermuda
"Bermuda Stock Exchange"	The Bermuda Stock Exchange, Bermuda
"Board" or "Directors"	The board of directors of the Company, including a duly authorized committee of the board of directors
"Business Day"	Any day on which banks in London and Moscow are open for business, excluding Saturdays and Sundays
"Closing Date"	April 30, 2004, or such later date as may be agreed between the Company and the Investment Manager
"Companies Law"	Companies Law (2003 Revision), as amended, of the Cayman Islands
"Company"	RenGaz Holdings Limited, an exempted company organized under the laws of the Cayman Islands
"Company Secretary"	Appleby Corporate Services (Cayman) Limited, a limited company organized under the laws of the Cayman Islands
"Corporate Administrative Services Agreement"	The agreement between the Company and the Company Secretary dated April 13, 2004

"CYP"	Cypriot Pounds, the lawful currency of Cyprus
"Cyprus"	The Republic of Cyprus
"Cyprus Entity I"	Ravett Holdings Limited, a Company established under the laws of Cyprus
"Cyprus Entity II"	Gillow Enterprises Limited, a Company established under the laws of Cyprus
"Cyprus Entities"	Cyprus Entity I and Cyprus Entity II
"Decree No. 529"	As defined in "The Company - Decree No. 529" on <i>page 17</i>
"DTS"	Depository Trust Union
"ERISA"	The United States Employee Retirement Income Security Act of 1974, as amended
"Euroclear"	Euroclear Bank S.A. as operator of the Euroclear System
"Founder Share"	A Founder Share of US\$1.00 nominal value in the capital of the Company
"Funding Arrangements"	As defined in "The Company - Funding and Repatriation Arrangements" on <i>page 19</i>
"Gazprom"	OAO "Gazprom", an open joint stock company established under the laws of Russia
"Gazprom Registrar"	ZAO "Specialized Registrar - Holder of Registry of Shareholders in the Gaz Industry," a/k/a ZAO "Draga"
"Gazprombank"	ZAO AB Gazprombank, an authorized depository of Gazprom Shares
"Gazprom Shares"	Shares of common stock of Gazprom
"Gazprom Shares Depository"	ZAO AB Gazprombank, an authorized depository of Gazprom Shares
"Investment Manager"	Renaissance Capital Investment Management Limited, a company organized under the laws of the British Virgin Islands

"Investment Management Agreement"	The agreement between the Company and the Investment Manager dated April 13, 2004
"Investment Structure"	As defined in "The Company - Investment Objective and Policy" on <i>page 15</i>
"Listing Sponsor"	Reid Services Limited, a limited company organized under the laws of Bermuda
"Listing Sponsor Services Agreement"	The agreement between the Company and the Listing Sponsor dated March 9, 2004
"Memorandum"	The Memorandum of Association of the Company
"MSE"	Moscow Stock Exchange
"Mutual Funds Law"	Mutual Funds Law (2003 Revision), as amended, of the Cayman Islands
"Net Asset Value"	The net asset value of the Company calculated in the manner described under the heading "Net Asset Value" in "General Information" (<i>see pages 64-65</i>)
"Net Asset Value per Share"	The Net Asset Value attributable to each Share as determined in accordance with the provisions summarized under the heading "Net Asset Value" in "General Information" (<i>see pages 64-65</i>)
"1933 Act"	United States Securities Act of 1933, as amended, and the rules and regulations of the SEC promulgated thereunder
"1940 Act"	United States Investment Company Act of 1940, as amended, and the rules and regulations of the SEC promulgated thereunder
"Placement Agent"	Renaissance Capital Limited, a company organized under the laws of England
"Placement Agreement"	The agreement between the Company and the Placement Agent dated April 13, 2004
"Placing"	The offer of up to 20,000,000 Shares as contemplated by this Prospectus
"Prospectus"	This document, including the particulars given in compliance with the Listing Regulations of the Bermuda Stock Exchange, for the purpose of

giving information with respect to the Company, as it may be supplemented or amended from time to time

"Qualified Investor"

An investor in the Company who has truthfully completed an investor suitability declaration, in the form prescribed by the Bermuda Stock Exchange from time to time or in such other form as that Exchange may approve, and:

(x) either

(i) makes an investment in the Shares of not less than US\$100,000; or

(ii) otherwise meets one of the suitability tests set out in the declaration;

(y) is not, and is not acting for the account or benefit of, a "US Person" when making the investment in the Shares; and

(z) is not making the investment in the Shares, directly or indirectly, for or on behalf of any "employee benefit plan" (as defined in Section 3(3) of ERISA, whether or not subject to ERISA) or any "plan" as defined in Section 4975(e)(1) of the Internal Revenue Code of 1986, as amended

"Renaissance Capital"

Renaissance Capital Holdings Limited, a corporation organized under the laws of Bermuda

"Repurchase Request"

Shareholder's written request to the Administrator and Registrar requesting the Company to repurchase the Shareholder's Shares, which shall contain the number of Shares the Shareholder wishes to have repurchased and all other information that the Administrator and Registrar may require.

"Rouble"

The official currency of Russia

"RTS"

Russian Trading System

"Russia"

The Russian Federation, or any legal successor thereto

"Russia Holdings I"	Persey Securities Limited (<i>ООО Персей Секьюритиз</i>), a limited liability company established under the laws of Russia
"Russia Holdings II"	Financial Investments Limited (<i>ООО Финансовые Инвестиции</i>), a limited liability company established under the laws of Russia to acquire, hold, exercise rights with respect to and dispose of Gazprom Shares to be acquired with the net proceeds of the Placing in accordance with this Prospectus
"Russian Entities"	Russia Holdings I and Russia Holdings II
"Russian Government"	Government of Russia
"SEC"	The United States Securities and Exchange Commission
"Settlement Date"	The time and date by which subscription monies in cleared funds in respect of applications for Shares under the Placing must be received, which is 5:00 p.m. (UK time) on April 30, 2004, or such later time and/or date as may be agreed between the Company and the Investment Manager
"Share"	An ordinary share of US\$0.001 nominal value in the capital of the Company
"Shareholder"	A registered holder of Shares
"Sub-Advisor"	Renaissance Capital Management Company Limited (<i>ООО "Управляющая компания 'Ренессанс Капитал'"</i>), a limited liability company organized under the laws of Russia
"Sub-Advisory Agreement"	The agreement between the Company, the Investment Manager and the Sub-Advisor dated April 13, 2004
"Subsidiary Administrative Services Agreement"	The agreement between the Company, the Cyprus Entities, the Russian Entities and the Subsidiary Administrator dated April 13, 2004
"Subsidiary Administrator"	Renaissance Investment Advisors Limited, a company organized under the laws of Cyprus

"UCITS Directive"

The European Union Council Directive of December 20, 1985, as amended, on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities

In this document unless otherwise stated:

- (i) all references to "US Person" and "United States" shall have the meanings given to them by Regulation S under the 1933 Act;
- (ii) all references to "US dollars" and "US\$" are to the currency of the United States;
- (iii) words and expressions defined in the Articles of Association and not otherwise defined herein shall have the meanings ascribed to them therein; and
- (iv) except as otherwise stated, all references to time concern time in the United Kingdom.

USE OF PROCEEDS

The net proceeds of the Placing are estimated to be between approximately US\$200,000,000, if all 20,000,000 Shares offered are sold, and US\$20,000,000, if 2,000,000 Shares (the minimum number of Shares for which subscriptions must be received by the Settlement Date) are sold, in each case, before deduction of the estimated Placing expenses, which are not expected to exceed US\$300,000, payable by the Company following the Settlement Date through a reimbursement arrangement with the Investment Manager. The Investment Manager expects that it will invest the net proceeds of the Placing in indirect interests (through wholly owned subsidiaries) in Gazprom Shares. The Investment Manager anticipates that the investment of the proceeds will be made in accordance with the Company's investment objectives and policy as appropriate investment opportunities are identified, which is expected to be substantially completed within one month; however, changes in market conditions could result in the Company's anticipated investment period extending to as long as three months. If market conditions prevent the Company from completing the investment of the proceeds of the Placing during this period, the Board of Directors of the Company will consider liquidating the Company.

THE COMPANY

The Company

The Company was incorporated with limited liability and unlimited duration on April 13, 2004 in the Cayman Islands under the provisions of the Companies Law, as an exempted company (registration no. HL-134753).

The Company was incorporated with an authorized capital of US\$50,000 divided into 100 Founder Shares of US\$1.00 each and 49,900,000 Shares of US\$0.001 each. The Investment Manager has subscribed for 100 Founder Shares, and such shares were allotted and issued, credited as fully paid, to the Investment Manager on April 13, 2004 in exchange for services to the Company.

The Company shall be registered with the Authority, however, such registration does not imply that the Authority or any other regulatory authority in the Cayman Islands has passed upon or approved this Prospectus or the Placing of the Shares hereunder.

The Placing

Up to 20,000,000 Shares are being offered for sale to Qualified Investors at an initial subscription price of US\$10 per Share. The minimum initial subscription amount for Shares by a Shareholder is US\$100,000 (excluding initial charges), and subsequent to the initial subscription, the minimum allowable aggregate shareholding by a Shareholder is 10,000 Shares. The Placing is conditional on subscription monies being received by the Settlement Date of not less than US\$20 million. If this condition is not satisfied, subscription monies will be returned to the subscribers without interest at the risk and expense of the subscribers as soon as reasonably practicable after the Settlement Date.

Market for the Shares

Application has been made for the Shares to be listed on the official list of the Bermuda Stock Exchange. Under the restricted marketing rules, Shares may only be marketed to and traded on the exchange between Qualified Investors. It is expected that dealings will commence on or about April 26, 2004. Notwithstanding the listing of the Shares, it is not anticipated that an active secondary market will develop in the Shares.

Subsequent to the Placing, the Investment Manager will seek to establish an arrangement with an emerging markets specialist broker to make a market in the Shares of the Company. The Company would seek to receive approval from the Bermuda Stock Exchange prior to establishing such an arrangement. Renaissance Capital or an affiliate may also attempt to match parties desiring to sell Shares with parties desiring to purchase Shares. However, there can be no assurance of such an arrangement being established and in any event there can be no assurance as to liquidity of the Shares of the Company.

Investment Objective and Policy

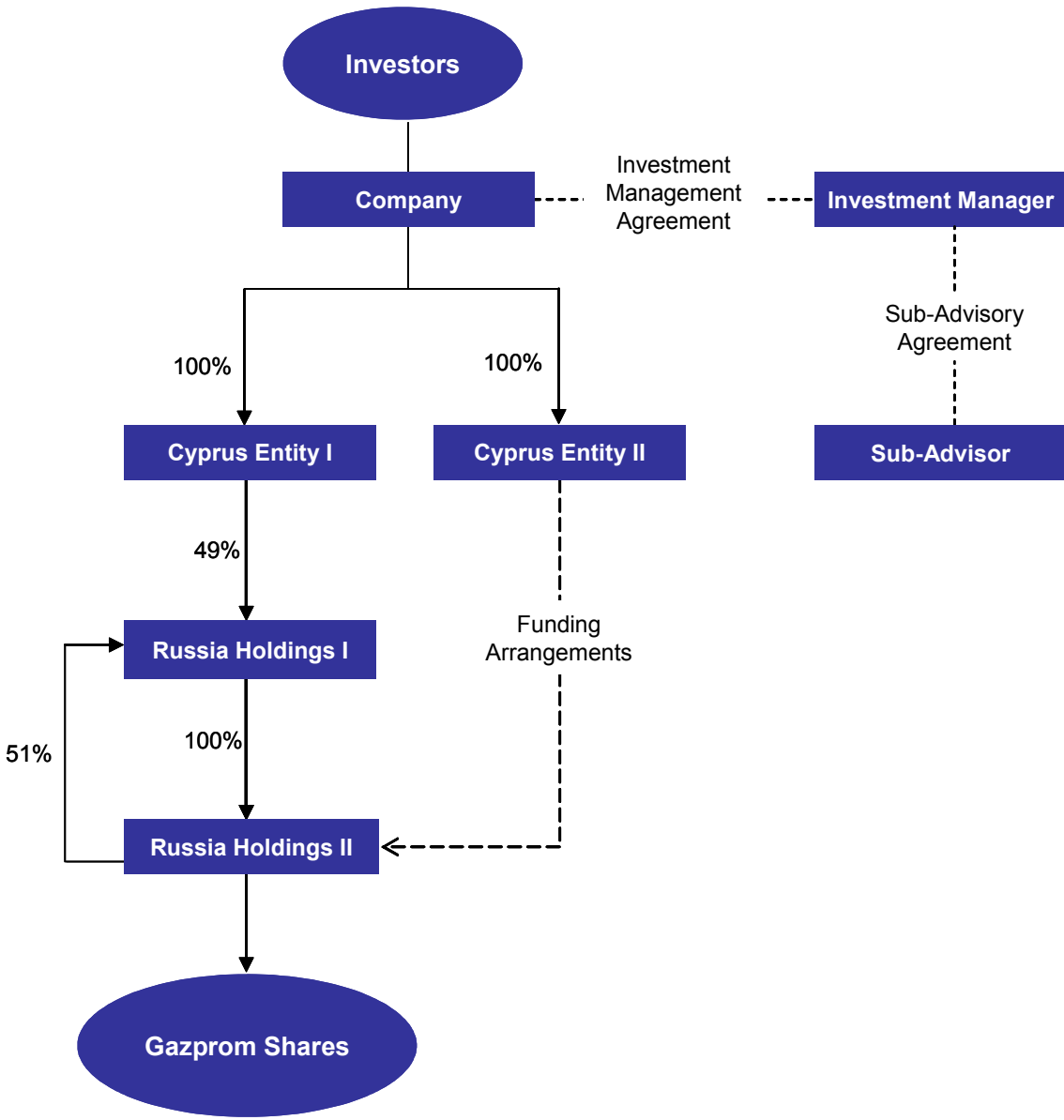
The investment objective of the Company is to achieve capital appreciation through investment in Gazprom Shares. The Investment Manager will seek to invest the entire assets of the Company in indirect interests (through wholly owned subsidiaries) in Gazprom Shares. In connection with the Investment Structure, the Company and its subsidiaries may enter into various Funding Arrangements in order to make investments in Gazprom Shares and to return the proceeds to the Company (*see Funding and Repatriation Arrangements - pages 19-20*). Pending investment of the Company's assets in the foregoing securities or distribution of assets to Shareholders, the Company might invest in high quality short-term debt securities and instruments.

The Company and its subsidiaries have been established for the sole purpose of providing an opportunity to make investments in Gazprom Shares, in compliance with applicable laws and regulations. The proposed structure for making such investments as described below (the "Investment Structure") is complex due to existing restrictions on foreign investment in Gazprom Shares and cross border transfers of funds. As a result, the proposed Investment Structure involves substantial risks which may lead to a total loss of a Shareholder's investment (*see Risk Factors - pages 23-35*).

The Investment Manager is not required to maintain a balanced portfolio or to diversify risk, which will result in a high concentration of the securities exposed to one issuer and one country.

Investment Structure

The Investment Structure has been established in order to comply with Decree No. 529 (as defined herein) and existing restrictions on cross-border transfers of goods, and is graphically presented in the following diagram:



The Company is the sole shareholder of Cyprus Entity I, which owns 49% of the total outstanding equity interest in Russia Holdings I. Russia Holdings I is the sole shareholder of Russia Holdings II, which owns 51% of the total outstanding equity interest in Russia Holdings I. Russia Holdings II is established and operated for the sole purpose of acquiring, holding, exercising rights with respect to, and disposing of Gazprom Shares to be acquired with the investor funds put into the Company. Russia Holdings II will not engage in any other activities. The Company is the sole shareholder of Cyprus Entity II, which provides Funding Arrangements for Russia Holdings II. The Company will be allowed to make changes to the Investment Structure to comply with applicable law or as needed for tax efficiency.

Decree No. 529

Decree of the President of the Russian Federation No. 529, dated May 28, 1997, "On the Circulation of Shares of Gazprom During the Period of Fixation of the Shares of Gazprom in Federal Property" ("Decree No. 529") establishes restrictions on ownership of Gazprom Shares by foreign participants, including, but not limited to, providing that certain transactions with Gazprom Shares by foreign participants (see below) require special permission from the Russian Government and the Russian Federal Securities Commission. The restrictions imposed by Decree No. 529 apply particularly to "foreign participants" which include "foreign participant - residents" and "foreign participant - non-residents". Foreign participant - non-residents include all types of foreign (i.e., non-Russian) legal entities, while foreign participant - residents include, among others, Russian commercial legal entities such as Russia Holdings II, "50% and more of the charter capital" of which belongs to foreign participants (whether foreign participant - residents or foreign participant - non-residents).

Under the Investment Structure, 100% of the charter capital of Russia Holdings II will be owned by another Russian company (Russia Holdings I), which does not formally qualify as a foreign participant because less than 50% of its charter capital is owned by a foreign participant. Therefore, Russia Holdings II does not fit the definition of a "foreign participant" as defined in Decree No. 529 and should be allowed to acquire Gazprom Shares without being subject to the restrictions imposed by Decree No. 529. There is a risk, however, that Gazprom or any other interested party may challenge the status of Russia Holdings II by arguing that Russia Holdings II is effectively controlled by a foreign participant or fully indirectly owned by foreign participants although it is technically in compliance with Decree No. 529 (*see Risk Factors - pages 27-28*).

Restricted Transactions under Decree No. 529

The following types of transactions are subject to prior approval from the Russian Government and the Russian Securities Commission under Decree No. 529:

- *Acquisition by foreign participants of Gazprom Shares and their derivatives on the Russian stock market.* Russia Holdings II should not be considered a foreign participant for purposes of Decree No. 529 (*see above*) and therefore this restriction should not apply to the acquisition of Gazprom Shares by Russia Holdings II. Other transactions contemplated in connection with the Investment Structure take place outside Russia and thus will not be conducted on the Russian stock market.

- *Export of Gazprom Shares and their derivatives from Russia.* The Investment Structure does not contemplate the physical transfers of Gazprom Shares or their derivatives from Russia and therefore this restriction should not apply.
- *Transfer of Gazprom Shares into trust management (trust) to foreign participants.* The Investment Structure does not contemplate transferring any Gazprom Shares into a trust or into trust management to foreign participants and therefore this restriction should not apply.
- *Use of Gazprom Shares as the base assets for issue and placement of securities and other financial instruments among foreign participants resident and non-resident.* Under the Investment Structure, Russia Holdings II owning the Gazprom Shares will not be issuing any derivatives on the Gazprom Shares. Further, the Company will not be using Gazprom Shares (within the meaning that appears to be traditionally attributed to that term under Russian law) to issue derivatives and therefore this restriction should not apply notwithstanding the Company's indirect ownership of Gazprom Shares.

Taxation

The Shares purchased will have a tax basis in Roubles. As a result, Russia Holdings I and/or Russia Holdings II may be liable for profits tax arising on capital gains. Russia Holdings I and Russia Holdings II have been established in regions of Russia which have a low tax regime and currently expect to be charged profits tax on capital gains at a rate of approximately 20%.

If, as a result of changes to the applicable law or official interpretation or application thereof, Russia Holdings I and/or Russia Holdings II become subject to any additional taxation, charge, duty or expense, or if existing taxes and/or expenses are increased, the Company would bear any such additional or increased taxes and/or expenses. Likewise, if the profits tax on the companies is reduced, such reduction would be passed on to the Company.

Changes to the Investment Objective and Policy

The Directors may amend the investment objective and policies if they determine such amendment to be in the best interests of the Shareholders. The Bermuda Stock Exchange and the Shareholders will be notified of any such material amendment.

Winding-Up of the Company

The Directors believe that the investment rationale of the Company may cease to exist if the Russian Government removes the current foreign ownership restrictions applying to investments in Gazprom Shares or implements other similar material legislative changes governing such investments, including changes that make carrying out the Investment Structure impractical or impossible. If the Russian Government does remove these restrictions or effects legislative changes which could have an adverse impact on the Company, the Directors currently would intend to call a general meeting to propose to the Shareholders that the Company proceed to a voluntary winding-up.

The Company's Articles of Association also incorporate a discount floor provision. This provision provides that if, after the first anniversary of the Closing Date, for any consecutive period of four months, the market price of the Shares (determined on a monthly basis in accordance with the Articles of Association) has stood at a discount in excess of 10% of the Net Asset Value per Share as at each relevant month end, the Directors are required, within 30 days after the end of the fourth month, to propose an ordinary resolution for the Company to continue as an investment company. If this resolution is not passed, the Directors are required to formulate proposals to be put to the Shareholders for the winding-up or other reorganization or reconstruction of the Company.

In addition, at each annual general meeting of the Company falling after the first anniversary of the Closing Date, unless a resolution is already required to be proposed pursuant to the discount floor provisions referred to above, an ordinary resolution shall be proposed that the Company continue as an investment company. If that resolution is not passed, the Directors are required to formulate proposals to be put to the Shareholders for the winding-up or other reorganization or reconstruction of the Company.

Funding and Repatriation Arrangements

Russian laws and regulations impose significant restrictions and limitations on the cross-border transfer of funds. It is currently contemplated that the net proceeds of the Placing will be transferred from the Company via one of the Cyprus Entities (currently Cyprus Entity II) to Russia Holdings II and from Russia Holdings II via any of the Cyprus Entities to the Company under one or more Funding Arrangements, whether or not involving the Cyprus Entities, that the Company, in its sole discretion, considers reasonable, practical and appropriate in light of the tax, legal and regulatory regime affecting such transfers (the "Funding Arrangements"), which are designed (i) to comply with current Russian laws and regulations without requiring substantial governmental approvals or permissions and (ii) to minimize the exposure of the Investment Structure to Russian taxes (*see Taxation - pages 51-55*).

There is no assurance that any Funding Arrangements will be available in practice and/or will not be prohibited by Russian or other authorities. In addition, if any of the Funding Arrangements used to fund Russia Holdings II are no longer available at the time of repatriation, the Company may not be in a position to repatriate the sales proceeds from Gazprom Shares which may be blocked in Russia. Any of the Funding Arrangements involves a very high degree of risk for the Shareholder which may lose its entire investment in the Shares (*see Risk Factors - page 28*).

Under Russian banking rules, a Russian bank may be subject to higher reserve requirements with respect to a transaction with counterparties from "off-shore" jurisdictions. Presently, such requirements are not applicable to Cyprus. If such requirements are changed to cover Cyprus, the transactional costs related to the Funding Arrangements may be increased.

Cayman Islands - Cyprus Funding Arrangement

The Company will transfer funds received from a Shareholder to any of the Cyprus Entities via a loan or similar arrangement or any arrangement the Company deems necessary taking into

consideration the tax and currency legislation in effect at the time. Any of the Cyprus Entities will transfer any sale or redemption proceeds received from Russia Holdings II to the Company pursuant to such loan or other similar arrangement or any arrangement the Company deems necessary taking into consideration the tax and currency legislation in effect at the time.

Cyprus - Russia Funding Arrangement

The Russian Entities will be funded by any of the Cyprus Entities through a combination of instruments to finance the acquisition of Gazprom Shares. Such a combination will be determined to provide for the best return for the Shareholders, taking into consideration the tax and currency legislation in effect at the time. Loans may be provided by any of the Cyprus Entities and may be routed via a Russian or other bank. The rate of interest on such loans will be set to achieve the most beneficial result for the Shareholders. A variety of mechanisms, including but not limited to the repayment of loans, other financing techniques, repurchases of shares, issuance of dividends and other methods, shall be used to repatriate the funds. The most appropriate method will be selected and used depending on the circumstances at the time, taking into consideration the prevailing tax, currency and other legal requirements.

Gazprom Shares Depository

For Gazprom Shares, Gazprombank and DTS are the only depositories authorized to act as nominee with respect to Gazprom Shares. Gazprombank currently has two branches acting as depository for Gazprom Shares that are located in the City of Moscow (Gazprombank Depository No. 835 and Gazprombank Depository No. 883).

Currently, Gazprom Shares traded on RTS are registered with Gazprombank Depository No. 883, and MSE traded Gazprom Shares are registered with DTS. Any Gazprom Shares registered with Gazprombank Depository No. 883 must be transferred to another depository if the owner would want to trade on any other market, including OTC. Similarly, any Gazprom Shares registered with a depository other than Gazprombank Depository No. 883 cannot be traded prior to being transferred to Gazprombank Depository No. 883 on the relevant designated markets.

Under any market's trading rules and the standard agreements used by the brokers for OTC trading, the seller of Gazprom Shares is responsible for the registration of Gazprom Shares in connection with any trade and is liable for the fees in connection with such registration. The amount of fees due for registration of Gazprom Shares depends on whether Gazprom Shares are transferred within one depository or between depositories.

Dividend Policy

The Directors have absolute discretion as to the payment of dividends. The Company may pay dividends in correlation with any dividends or distributions declared by Gazprom on the Gazprom Shares, although the Directors are not required to do so. Any dividends paid will be paid in accordance with the rules of the Bermuda Stock Exchange.

Valuation Policy

The Company's Net Asset Value will be calculated by the Administrator and Registrar on each Business Day or at such other times as the Directors consider appropriate. Further information on calculation of the Company's Net Asset Value is set out in "General Information" (*see pages 64-65*).

Borrowing Powers

The Company may only borrow on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Company. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Company and may charge its assets as security for such borrowings.

Fees and Expenses

The Company will pay the Investment Manager a management fee equal to 1% per annum of the average daily Net Asset Value of the Company and payable quarterly in arrears on March 31, June 30, September 30 and December 31 of each year. The Investment Manager may also recover out-of-pocket expenses reasonably incurred by it in the performance of its duties. The Company will also incur expenses in connection with the Investment Structure. These expenses are currently estimated to be approximately \$30,000 per year. See "Fees and Expenses" (*see page 43-44*) for a description of fees payable to other parties.

GAZPROM

OAO "Gazprom" is a Russian open joint stock company that specializes in all aspects of natural gas services. Gazprom owns and operates the Unified Gas Supply System, which is responsible for the gathering, processing, transportation and storage of substantially all gas supplies in Russia.

For additional information on Gazprom, please *see* www.gazprom.ru (in Russian) or www.gazprom.com (in English). The Company makes no representation as to the accuracy or completeness of such any information on Gazprom contained therein or in this Prospectus, or that any event has or has not occurred which would affect the accuracy or completeness thereof.

Neither the Company nor Renaissance Capital is affiliated with Gazprom. The Company's holdings of Gazprom Shares are not expected to be large enough to enable the Company to exert any control or influence over Gazprom.

RISK FACTORS

Prospective Shareholders should consider carefully the risks set forth below and the other information contained in this Prospectus prior to making any decision to invest. Each of the risks listed below could have a material adverse effect on a Shareholder's investment in the Shares. In addition, the trading price of the Shares could decline due to any of these risks, and a Shareholder could lose some or all of its investment in the Shares.

Importantly, the risks described below are not the only risks facing a Shareholder's investment in the Shares. The Prospectus describes only those risks that are deemed to be material. Thus, there may exist additional unnamed risks that can have a detrimental effect on the value of a Shareholder's investment in the Shares.

Risks Associated with Russia

Political Instability

Since the dissolution of the Soviet Union in December 1991, Russia has been undergoing a significant political and economic transformation, the result of which is a very unstable political climate characterized by frequent changes in governmental policies, political gridlock in the legislative process, widespread corruption among government officials, and a significant rise in organized crime and other criminal activity. Political instability may be aggravated as a result of the presidential election held recently in March 2004. It is not possible to forecast how strongly and in what ways the election will affect the prospects and future of Russia. There is no assurance that political, economic and market reforms in Russia will not be suspended or turned back. Continuing military operations by Russia in Chechnya, ongoing "terrorist" activity, and an increasing struggle for more independence by certain regions in Russia may endanger the federal integrity of Russia. There are no assurances that the reform process that began after the dissolution of the Soviet Union will continue and that the final outcome would be anything resembling a democratic, market-based society as it is known in Western Europe and North America. The unstable political climate, increased by the uncertainties of various events described above, as well as other political factors make any investment in Russia subject to significant risks that are difficult to compare to those existing in many other markets. Recent governmental actions with respect to YUKOS and highly visible business leaders demonstrate that Russian authorities may disregard existing laws in pursuing their political interests. These risks can lead to a total loss of a Shareholder's investment in the Shares.

Economic Depression and Economic Instability

The fundamentals of the Russian economy have been very shaky since the onset of economic and market reforms in the beginning of the last decade. Despite attempts to introduce economic and market reforms into the Russian economy, many fundamental issues have not been properly resolved. There can be no assurance that recent trends in the Russian economy, such as the increase in the gross domestic product, a relatively stable Rouble, and a reduced rate of inflation, will continue or will not be abruptly reversed. Moreover, the recent fluctuations in international oil and natural gas prices, the strengthening of the Rouble in real terms relative to the US dollar and the consequences of a relaxation in monetary policy, or other factors, could adversely affect

Russia's economy, the business of Gazprom in the future, and the value of a Shareholder's investment in the Shares.

The recovery and stability of the Russian economy is very dependent on any changes in the political climate in Russia (*see above*), which will determine the future development and pace of Russia's transformation from a state-controlled economy into a western-style market economy. There are no assurances that Russian economic and market reform will continue, nor is there consensus that the country's choice will lie with the free market system.

Certain political forces in Russia continuously demand to reconsider the results of Russian economic and market reforms, including privatization of Russian enterprises which together with the increasing attempts of Russian government to establish more control over certain key industries (including the gas industry) may result in de-privatization and re-nationalization of Russian enterprises. There can be no assurance that investors will be fairly and properly compensated in case of such nationalization despite existing legislation aimed at protecting foreign investments and other property against expropriation and nationalization.

As discussed above, a Shareholder's investment in the Shares may not benefit even from laws aimed to protect foreign investments. Generally, legislative assurances regarding fair compensation in case of expropriation or nationalization may be unenforceable due to several factors, including lack of allocation for such expenses in the national or local budgets and the lack of an independent judiciary and mechanism for enforcement of any judicial decisions.

The Russian economy lacks a developed economic infrastructure and an environment of free and fair competition, which may jeopardize economic and market reforms in Russia. The Russian Government's default on its service obligations of its internal debt in August 1998 triggered a substantial decline in the value of the Rouble and the bankruptcy of a number of prominent Russian businesses.

As a result of all these economic risks, any direct or indirect investment in the Russian economy including any investment in the Shares is subject to significant risks that are difficult to compare to those existing in many other markets and that could lead to a total loss of a Shareholder's investment in the Shares.

Inter-Governmental and Other Domestic Political Conflicts

The Russian Federation consists of 89 sub-federal political units, some of which exercise considerable autonomy over their internal affairs pursuant to agreements with the federal authorities. In practice the division of authority between federal and regional governmental authorities remains uncertain and contested. This uncertainty could hinder the operation and the expansion of Gazprom's business.

Banking System

Since the onset of the most dramatic part of the Russian economic crisis in August 1998, most Russian banks have suffered serious liquidity problems and many have become insolvent, have been declared bankrupt or are in the process of liquidation. These events have substantially decreased the reliability of the Russian banking system and there are currently no adequate

assurances for the safety of any money on deposit with Russian banks or any money transfers in Russia. The failure of one or more of the Russian banks that serve Gazprom or of the other Russian banks and foreign banks that act as intermediaries in the Investment Structure and/or serve the Company, the Cyprus Entities, or Russia Holdings II to meet their obligations with respect to any funds on deposit with them or any funds transferred through their accounts may lead to a total loss of a Shareholder's investment in the Shares.

Russia's banking and other financial systems are not well developed or regulated and Russian legislation with respect to banks and bank accounts is subject to varying interpretations and inconsistent application.

Market Characteristics and Securities Regulation

Russian securities legislation is considerably less developed than in many countries and there is little effective regulation of, or disclosure requirements with respect to, the offer, sale and circulation of securities. The securities markets in Russia are substantially smaller, less liquid and significantly more volatile than securities markets in the United States and Western Europe. Consequently, the Company's investment portfolio may experience greater price volatility and significantly lower liquidity than a portfolio invested in public and private debt and other fixed income obligations of more developed countries.

In addition to their small size, illiquidity and volatility, the markets of Russia are less developed than other securities markets, to the extent that they are newer and there is little historical data. Furthermore, a significant proportion of securities transactions in Russia are privately negotiated outside of stock exchanges and OTC markets as well as cleared through local exchanges. Anti-fraud and insider trading legislation are in their infancy or have not yet been enacted, are not fully adequate and have not been broadly recognized by market participants, and the securities market supervisory authorities lack sufficient budgetary resources to enforce the rudimentary legislation that exists and may be subject to influence.

There is also less state regulation and supervision of the securities markets and less reliable information available to brokers and investors than is the case in more developed markets. Consequently, there is less investor protection. Disclosure, accounting and regulatory standards are in most respects less comprehensive and stringent than in developed markets. In addition, brokerage commissions and other transaction costs and related taxes on securities transactions in Russia are generally higher than those in more developed markets.

As a result of such inefficiencies in the Russian securities legislation and regulatory oversight of the market, any investment in securities of Russian issuers is subject to significant risks that are difficult to compare to those existing in many other markets and that could lead to a total loss of a Shareholder's investment in the Shares.

Legal System; Enforcement of Awards and Judgments

The Russian legal system is not fully developed and substantial portions of basic legislation remain to be enacted. Existing laws, regulations and rules at the federal and local levels are often inconsistent or contradictory, which problem is exacerbated by the failure to repeal outdated legislation. The application of Russian laws by governmental authorities is often

subject to a high degree of discretion, which can result in inconsistent positions being taken by different authorities or even within the same authority by different officials.

The Russian judicial system is generally untested and does not have substantial experience in the enforcement of laws and regulations protecting private property. Russian judicial authorities may not be fully independent from outside social, economic and political forces. Moreover, the process of enforcement of judgments and arbitral awards is largely untested. Accordingly, it may be difficult or impossible to seek redress by pursuing an action in Russian courts.

Even if Russia Holdings II is acquiring Russian securities for value and in good faith, Russian authorities may take action to freeze title to and confiscate such securities if it is alleged that such securities were previously stolen or fraudulently transferred from their prior owner. Such lack of any fair compensation or refund of the purchase price for the securities may result in a total loss of a Shareholder's investment in the Shares.

The inadequate legal system and the lack of a reliable enforcement system may lead to a total loss of a Shareholder's investment in the Shares as a result of the inability to enforce the rights or protect the property of the Company, Gazprom, the Cyprus Entities and Russia Holdings II.

Corporate Governance

Russian legislation regulating ownership, control and governance of Russian companies is incomplete. The concepts of fiduciary duty on the part of management or directors to their companies and shareholders, including the duty to act in the best interests of shareholders, has not been adequately addressed under Russian law and is generally not recognized by Russian courts. The risk that the interests of minority shareholders in a Russian company will not be respected by the majority shareholder(s) and/or management or directors of such company is significantly greater in Russia than in many other jurisdictions which may lead to a total loss of a Shareholder's investment in the Shares.

Governmental Intervention

There is no adequate protection in Russia against the state interfering with the affairs and business of Russian companies, especially companies with government shareholdings such as Gazprom. There can be no assurance that governmental intervention will not be against the interests of shareholders in such companies or that such shareholders will be compensated for the loss caused by such intervention. Any such governmental intervention may lead to a total loss of a Shareholder's investment in the Shares.

Corruption, Crime and Fraud

Russia is plagued with widespread corruption and criminal activity. High levels of corruption exist among governmental officials and many commercial enterprises belong to or are infiltrated by criminal elements. So long as organized crime in Russia remains pervasive, any business in Russia may be subjected to corruption, threats of violence, and loss of or damage to property. Any such corruption, crime or fraud may lead to a total loss of a Shareholder's investment in the Shares.

Taxation

Taxes payable by Russian companies are substantial and include profits tax, property tax, value added tax, payroll-related taxes and other taxes. Historically, the system of tax collection has been relatively ineffective, resulting in the imposition of new taxes in an attempt to increase Government revenues. However, the Government has initiated reforms of the tax system that have resulted in some improvement in the tax climate.

The taxation system in Russia is at a relatively early stage of development and is subject to varying interpretations, frequent changes (including retrospective changes) and inconsistent enforcement at the federal, regional and local levels. As a result, it is possible that actual Russian taxes payable in connection with a transaction far exceed the amount estimated at its conclusion.

Because of the need for additional revenue sources to finance the budget, Russian tax authorities have become increasingly aggressive in their interpretation of tax laws, as well as in their enforcement and collection activities. Companies with foreign investment or with significant revenue are often forced to negotiate their tax bills with tax inspectors who demand higher taxes than applicable law appears to provide. Any additional tax liability, as well as any unforeseen changes in tax laws, could have a material adverse effect on a Shareholder's investment in the Shares and may lead to a total loss of a Shareholder's investment in the Shares.

Transparency and Accuracy of Information; Accounting Rules

The level of disclosure and the accuracy of any information relating to businesses in Russia is much less extensive than in many other jurisdictions and accounting standards and practices vary significantly from internationally accepted standards. Therefore, it is difficult and often impossible to obtain reliable information on a Russian company and its business, including Gazprom.

Risks Associated with the Company and the Investment Structure

No History

The Company is a new entity and thus has no long-term operating history upon which prospective Shareholders can rely to evaluate the likely performance of their investment. Due to the specifics of the Investment Structure contemplated hereunder, the past performance of similar structures created for investment into Gazprom Shares cannot be an indication of the Company's performance and the returns which prospective Shareholders may anticipate. Due to the nature of a Shareholder's investment in the Shares, the value of a Shareholder's investment is subject to a high degree of risk that may lead to a total loss of a Shareholder's investment in the Shares.

Restriction on Foreign Ownership

Direct and indirect foreign ownership of Gazprom Shares is subject to various restrictions (*see The Company - pages 17-18*).

Although Russia Holdings II should not be regarded as a "foreign participant" within the meaning of Decree No. 529, no assurance can be given that Gazprom, Russian governmental

authorities, Russian courts or regulatory authorities will not construe the wording of Decree No. 529 to conclude that it is a foreign participant and therefore not entitled to make investments in Gazprom Shares without special prior permission as required by Decree No. 529. In the past, Russian courts and regulatory authorities have tended to adhere to a "form over substance" approach. If substantive review replaces or overweighs the current approach, Russian courts and regulatory authorities may determine that Russia Holdings II is a foreign participant within the meaning of Decree No. 529. This may result in total loss of a Shareholder's investment in the Shares.

Additionally, there can be no assurance that Decree No. 529 will not be amended or that new legislation will not be enacted that would further restrict foreign direct or indirect ownership of Gazprom Shares or would expand the definition of "foreign participant" in a manner which would result in Russia Holdings II being considered a foreign participant, and may result in Russia Holdings II no longer being entitled to own or hold Gazprom Shares. Any amendments or new legislation may result in the Investment Structure being pronounced illegal, which may result in a total loss of a Shareholder's investment in the Shares.

Funding and Repatriation Arrangements

There can be no assurance that the Company will be able to transfer funds to Russia Holdings II in order to acquire Gazprom Shares or, more importantly, that Russia Holdings II will be able to convert Roubles received as dividends or from the sale of Gazprom Shares into US dollars (or other foreign currency) and/or will be able to repatriate such US dollars (or other foreign currency) from Russia. Any such measures would effectively eliminate the possibility to repatriate funds under the Funding Arrangements described in this Prospectus from Russia Holdings II to the Company (*see The Company - page 19*). Funding Arrangements are based on existing currency regulations and the interpretations thereof by the Central Bank of Russia. A newly enacted currency law will become effective in June 2004, entirely restating the existing currency law. Although the declared intent of this law is to relax to some extent existing currency restrictions, it vests significant regulatory power in the Russian Government and the Central Bank of Russia, including the power to introduce reserve requirements and convertibility restrictions. No assurance is given that application of this new law would not prevent carrying on the Funding Arrangements as described in this Prospectus. Any of the foregoing events may result in a total loss of a Shareholder's investment in the Shares.

Currency Exposure

Russia Holdings II will make investments into the Gazprom Shares in Roubles and will receive dividends and proceeds from sale of Gazprom Shares in Roubles. Therefore, any investment in the Shares is entirely subject to risks associated with the value of Roubles in US dollars (or other foreign currencies) notwithstanding the current quotation of Gazprom Shares in US dollars on the OTC market. Notwithstanding a stable US dollar quoted market price of Gazprom Shares, the extremely high volatility of the value of Roubles in US dollars (or other foreign currencies) may cause the US dollar value of any investment in Gazprom Shares to decrease substantially as a result of profits tax due on the appreciation of Shares in Roubles between the date on which Gazprom Shares are acquired by Russia Holdings II and the date on which it disposes of such

Gazprom Shares. Accordingly, the exposure to Roubles may lead to a significant loss on a Shareholder's investment in the Shares.

As a result of a loss in value of the Rouble against the US dollar (or other foreign currencies) in which Russia Holdings II's liabilities are expressed, Russia Holdings II's net assets may decrease below the minimum level of charter capital it is legally required to maintain and/or may become negative. As a result, Russia Holdings II may be forced to liquidate under relevant Russian company laws and/or may be declared insolvent under the Russian bankruptcy law.

In addition, Russia Holdings II may be required to mark its securities portfolio to market and to make securities loss provisions in case the current market value of Gazprom Shares at any time is less than the book value of such Gazprom Shares. Such securities loss provisions may result in Russia Holdings II's net assets being less than the minimum level of charter capital required by law and/or being negative. Consequently, Russia Holdings II may be required to liquidate under Russian law.

Inflation and Foreign Exchange Rate Risks

As the majority of Gazprom's gross sales from 2000 to 2002 were denominated in US dollars or Euros, while most of Gazprom's costs for that period were denominated in Roubles, the relative movement of inflation and exchange rates significantly affects the results of Gazprom's operations. Continued real appreciation of the Rouble against the US dollar and the Euro, as well as continued depreciation of the US dollar against the Euro and other major currencies, could adversely affect financial condition and results of Gazprom's operations.

Furthermore, Russia's high rate of inflation has led to a decline in the value of Gazprom's Rouble-denominated monetary assets (such as Rouble deposits, domestic debt instruments and accounts receivable). There is a risk that such decline will become so significant that it will adversely affect Gazprom's profit margin, and thus the value of a Shareholder's investment in the Shares.

Credit Risk

There can be no assurance that Gazprom will not be subject to credit difficulties leading to the loss of some or all of the sums invested in such securities or instruments. The Company will also be exposed to a credit risk in relation to the counterparties with whom it trades and may bear the risk of settlement default.

Russian Subsidiaries

Notwithstanding the Company's undertaking to implement an appropriate reporting and control system to ensure that Russia Holdings II complies with all applicable laws and regulations, the inadequate legal system (*see above*) may lead Russian governmental authorities or courts to decide Russia Holdings II is violating applicable laws or regulations, thus subjecting Russia Holdings II to significant fines, penalties or even seizures of assets. Accordingly, Russia Holdings II's failure to comply with applicable laws and regulations may result in a total loss of a Shareholder's investment in the Shares.

Settlement, Clearing and Counterparty Risk

Because of the recent formation of the securities markets in Russia as well as the underdeveloped state of the banking and telecommunications systems, settlement, clearing and registration of securities transactions are subject to significant risks not normally associated with investments in the United States, Western Europe and other more developed markets. At this time, there are only a limited number of specialized domestic depositories in Russia which provide settlement and custodial services. Under existing regulations applicable to the trading in Gazprom Shares, the choice of custodians and domestic depositories is limited. As a result, the Company is restricted to the use of such depositories (*see Registrar of Gazprom - page 31*). Moreover, since the local postal and banking systems do not meet the same standards as those of western countries, no assurance can be given that all entitlements attaching to securities acquired by the Company can be realized. There is the risk that payments of dividends or other distributions by bank wire or by check sent through the mail could be delayed or lost. In addition, there is the risk of loss in connection with the insolvency of an issuer's bank, particularly because these institutions may not be guaranteed by the local government.

The Investment Structure potentially involves a number of transactions with participation of third parties. While the Company and its agents will use reasonable efforts to deal only with reputable and reliable counterparties, there can be no assurance regarding the creditworthiness, reputation, skill and qualifications of such counterparties or the ability of such counterparties to fulfill their contractual obligations. Any failure by such counter parties to fulfill their contractual obligations may result in a total loss of a Shareholder's investment in the Shares (*see Corruption, Crime and Fraud - page 26*).

Changes in Interest Rates

The value of Gazprom Shares may be affected by substantial adverse movements in interest rates.

Taxation

Russia Holdings II will become subject to a profit tax on unrealized foreign exchange gains on its US dollar (or other foreign currency) denominated liabilities in the event of a revaluation of the Rouble against the currency in which such liabilities are expressed. Any such revaluation may materially adversely affect the value of a Shareholder's investment in the Shares.

In the event of a change in the tax law and/or the accounting rules requiring Russia Holdings II to mark its securities portfolio to market, Russia Holdings II may become subject to a profit tax on the unrealized gain on Gazprom Shares, all or part of which gain may merely be the result of a devaluation of the Rouble (*see Currency Exposure - pages 28-29*).

Currently, the Cyprus Entities are required to pay minimum amounts of taxes in Cyprus. There can be no assurance that the Cyprus Entities will continue to benefit from such regime and the loss of such regime may materially adversely affect the value of a Shareholder's investment in the Shares.

Early Repurchase or Redemption

In case of an early repurchase or redemption, the repurchase or redemption price received by the Shareholder may not represent its full gain on the Shares, as it will have imputed within the calculation of such price any tax liabilities with respect to the Company's investments in the Investment Structure, accrued for at applicable rates as determined by the Investment Manager.

Restrictions on Redemptions

The Company will be closed-ended and, accordingly, the Shares will not be redeemable at the option of the Shareholders.

The Company's Right to Redeem, Repurchase and Require Transfers

Under its constitutional documents, the Company has the right to instigate and effect a compulsory redemption, repurchase or transfer of all or any Shares in certain circumstances (*see General Information - page 60*).

Liquidity

A listing of the Company on the Bermuda Stock Exchange and/or the appointment of a specialist emerging markets broker will not necessarily provide liquidity to the Shareholders. Notwithstanding the power of the Company to buy back Shares, the Directors will use this authority only in accordance with guidelines which are designed to ensure that the Company is not open-ended for taxation or regulatory purposes. Accordingly, the Shareholders cannot expect with any degree of certainty that any of the Shares will be bought back at any particular time.

Registrar of Gazprom

The Gazprom Shares exist only in book-entry form in the relevant registry. For Gazprom Shares the registry is the Gazprom Registry maintained by the Gazprom Registrar which is affiliated with Gazprom and Gazprombank through the network of its depository branches. Gazprombank is also affiliated with Gazprom and is a depository authorized to act as nominee with respect to Gazprom Shares. There can be no assurance that any registrar, including the Gazprom Registrar and/or Gazprombank will not be influenced by or act on the instructions of issuers, including Gazprom, in violation of the interests of its shareholders, including Russia Holdings II, or that any registrar, the Gazprom Registrar and/or Gazprombank will not refuse to comply with instructions on behalf of Russia Holdings II with respect to the Gazprom Shares owned by it. Any tampering by any registrar, the Gazprom Registrar or Gazprombank or by any other person with entries in the registry confirming the ownership rights of Russia Holdings II may result in a total loss of a Shareholder's investment in the Shares. There can be no assurance that any registrar, the Gazprom Registrar or Gazprombank can provide reliable protection of the ownership rights of Russia Holdings II against theft or other illegal action with respect to the Gazprom Shares.

Restrictions on Transfer

Shareholders should be fully aware of the restrictions on transfer of their Shares (*see General Information - page 59*).

Conflicts of Interest

The Directors of the Company, the Investment Manager, the Sub-Advisor, the Placement Agent, the Subsidiary Administrator and companies in the Renaissance Capital group and any of their shareholders, officers, employees, agents and affiliates may be involved in other financial, investment or other professional activities which may on occasion cause conflicts of interest with the Company (*see Conflicts of Interest - page 45*).

Risks Associated with Gazprom

Operations of Gazprom

Gazprom owns and operates the Unified Gas Supply System, which is responsible for the gathering, processing, transportation and storage of substantially all gas supplies in Russia. This extensive system of approximately 145,000 km of pipelines and 245 compressor stations was largely developed over the past 30 years. Around 66% of the total length of this pipeline system is well over 10 years old and approximately 12% is over 30 years old. A significant portion of the total length of the pipeline system is protected by chemical processes of limited duration and effectiveness. While Gazprom has stated that it believes it has adequately maintained its pipeline network in recent years, due to financial constraints it has not been able to fully upgrade its network.

Gazprom is also dependent on the links between its pipeline network and pipeline networks elsewhere for the export of gas. Although Gazprom is diversifying its export routes, it currently is dependent on Ukraine to deliver a large proportion of its gas sales to Europe. Ukraine is also dependent on Gazprom to meet its domestic requirements, and this inter-dependence is taken into account in transactions between the two parties.

Although Gazprom has provided a reserves audit for the company's gas reserves, the total figures have been prepared using Russian classifications and methodologies. These differ from international standards with respect to the manner in which and the extent to which commercial factors are taken into account.

Increase in Capital Expenditures

Over the next several years, Gazprom must improve its natural gas, gas condensate and oil production capabilities to meet the anticipated demand of customers in western Europe, Russia and certain Commonwealth of Independent States countries, and offset declines in its main producing fields. Gazprom's main planned developments (such as modernizing its pipeline system, further developing the Zapolyarnoye field and developing the fields in the Yamal Peninsula) will require significant capital expenditures over the next several years. Gazprom expects to fund such capital expenditure through internal sites and external financing. There can be no assurance, however, that it will be able to generate and raise sufficient funds to meet such

capital requirements in the future at a reasonable cost. Lack of sufficient funds in the future may require Gazprom to delay or abandon some or all of its anticipated projects.

Environmental Risks

Gazprom's operations, which often carry a potential hazard to the environment, are subject to the risk of liability arising from any environmental damage or pollution, and may necessitate costly remedial work as a result. In addition, in Russia in particular, federal, regional and local authorities may enforce existing laws and regulations more strictly than they have done in the past and may impose stricter environmental standards, or higher levels of fines and penalties for violations, than those now in effect. Accordingly, the future financial impact of Gazprom's environmental obligations is uncertain but may be significant.

Financial Situation

Gazprom sells a substantial proportion of its gas in Europe, which is the primary source of its foreign exchange revenues. Although these sales are based on long-term contracts, prices can fluctuate dramatically based on supply/demand pressures and competition, both of which are beyond Gazprom's control.

In addition, the European Commission has recently expressed a desire to see a move from long-term contracts in favor of short-term contracts. Such an alteration of the basis on which Gazprom conducts its business could further increase its exposure to currency and gas and oil price fluctuations as well as potentially limit Gazprom's ability to support long-term investment plans. Gazprom has held discussions with the European Union in this regard and it has recognized the importance of long-term contracts to the continued development of the oil and gas industry. There can be no assurance that the European Union will continue to support the use of long-term contracts, however, or that the outcome of further discussions will be to Gazprom's benefit.

During the next ten years export contracts accounting for almost one-third of the volume of natural gas Gazprom currently exports to Europe will expire. More than half of these volumes are under contracts that will expire in 2012. Most of the contracts that are expiring contain clauses that provide for automatic renewal unless one party objects. However, no assurance can be given that Gazprom will be able to renew such contracts on favorable pricing and other terms or at all.

In Russia gas prices are subject to significant state control, with average prices to domestic consumers substantially lower than the export price to Europe.

Gazprom has a very high level of international borrowing, which caused it to incur significant foreign exchange losses after the Rouble devaluation of August 1998.

Although operating conditions are believed to have improved since the 1998 crisis, there is no assurance against financial setbacks that would impair Gazprom's performance and possibly lead to a significant decrease in the value of a Shareholder's investment in the Shares.

Delayed Non-Collectable and Non-Cash Payments

Gazprom's cash flows are adversely affected by the limited ability, or the inability, of its customers in Russia and former Soviet Union countries to pay for Gazprom's natural gas. There can be no assurance that amounts owed to Gazprom by its customers in Russia and the former Soviet Union will be paid in full or, if paid in full, that payment will be in cash. As is the case with many Russian companies, Gazprom has had to accept various forms of non-cash settlement, including negotiable promissory notes, bonds, equity interests in natural gas companies and goods and services as payment for supplies to customers in Russia and the former Soviet Union. Recently, cash payments have increased as a proportion of its sales proceeds, and almost all non-cash settlements are now in the form of promissory notes. Non-cash settlement of transactions has had in the past, and may continue to have in the future, an adverse effect on Gazprom's ability to fund operational or capital expenditures required to be made in cash and to make tax and other mandatory payments when due.

Access to the Domestic Rouble Bank Loan and Rouble Debt Markets

Gazprom's financing strategy involves the refinancing of a portion of its short-term Rouble-denominated / indebtedness with long-term borrowings in convertible currencies, such as the US dollar and the Euro. However, Gazprom funds a portion of its debt financing requirements with short-term, Rouble-denominated debt, and thus is dependent on access to short-term Rouble financing. This includes access to both the domestic Rouble-denominated bank loan market as well as to the growing domestic market for short- to medium-term, Rouble-denominated bonds. Gazprom's ability to continue to access the Rouble debt markets in amounts sufficient to meet its financing needs could be adversely affected by a number of factors. Such factors include economic conditions in Russia, the health of the Russian banking and financial system in general and the extent of the exposure of individual Russian banks and other investors in the Rouble debt market to Gazprom risk. If Gazprom is unable to continue to access the short-term Rouble bank loan and debt markets as required, its financial condition and results of operations could be materially and adversely affected.

State Involvement and State Interests

The Russian Government currently owns a 37.5% interest in Gazprom and as a result has exercised and can be expected to continue to exercise significant influence over Gazprom's operations. The Russian Government recently has been taking a more active approach with regard to managing its interests in Gazprom. The interests of the Russian Government may be contrary to the interests of other shareholders of Gazprom and Gazprom may take actions in accordance with the Russian Government's interests. There can be no assurances that other shareholders will be compensated for any loss caused by any such actions of the Russian Government or Gazprom, which may result in a significant decrease in the value of a Shareholder's investment in the Shares.

Attempts to Divide Gazprom

Certain political forces in Russia have been attempting to divide Gazprom into several companies and such division is also favored by various multilateral organizations such as the

International Monetary Fund. If ever such attempts are successful, there can be no assurance that the shareholders of Gazprom will receive proper compensation, which may result in a significant decrease in the value of a Shareholder's investment in the Shares.

In connection with Russia's possible membership in the World Trade Organization (the "WTO"), there is pressure on the Russian Government to de-monopolize Russia's natural gas market. There can be no assurance that Russia's entering into the WTO will not significantly decrease the value of a Shareholder's investment in the Shares.

Management of Gazprom

Management of Gazprom has in the past taken actions that are aimed more at building its power base and entrenching management than increasing or maximizing shareholder value. There can be no assurance that the management of Gazprom will not continue to take actions that are not in line with the interests of its shareholders. Any such actions may result in a significant decrease in the value of a Shareholder's investment in the Shares.

Liquidity of Gazprom Shares

Gazprom local shares trade on certain markets, including the MSE, RTS or OTC. Liquidity is difficult to calculate accurately due to the lack of official records of OTC trades, but has certainly fluctuated significantly over the past few years. Due to such low volume of trades, there can be no assurances that Russia Holdings II will be able to acquire or sell any Gazprom Shares as it may be instructed or that the market in Gazprom Shares will not be adversely affected by any trade by Russia Holdings II. Any transfers of Gazprom Shares within the depository branches of Gazprombank and to or from the Gazprom Registrar are subject to substantial registration fees which further limit the liquidity of Gazprom Shares.

Violations of Existing International or US Sanctions

International and US sanctions have been imposed on companies engaging in certain types of transactions with specified countries or companies in those countries. Gazprom and some of its partners have participated, are participating or may participate in ventures in the Middle East which constitute activities covered by the Iran and Libya Sanctions Act. These and other activities that Gazprom and its partners undertake or have undertaken may potentially be in violation of international or US sanctions. According to Gazprom, it is not currently involved in any transactions in Iran or other countries that could result in sanctions against it or for which it did not receive a waiver of such sanctions. Nevertheless, if Gazprom does violate existing international or US sanctions, penalties could include a prohibition or limitation on its ability to obtain goods and services on the international market or to access the US or international capital markets.

MANAGEMENT AND ADMINISTRATION

Directors of the Company

Oleg Jelezko - Russian

Oleg Jelezko is currently employed by Renaissance Capital as Managing Director, Head of Equity Finance and Structured Products.

Mr. Jelezko has twelve years of investment banking and management consulting experience in Russia, the UK and emerging markets. From 1998-2004, Mr. Jelezko was a Director, Chief Operating Officer of Emerging Markets Equities Sales & Trading at CS First Boston in London. During this time he combined general management, structuring and proprietary M&A responsibilities in Russia, Central and Eastern Europe and South Africa. Mr. Jelezko's experience in the Russian market includes management, restructuring and disposal of CS First Boston's custody business to ING in 2002 and development of equity linked products. From 1992 and 1998, Mr. Jelezko worked a consultant in Andersen Consulting and McKinsey & Co. in the UK, Czech Republic and Russia. In 1997, Mr. Jelezko attended a mini-MBA program at McKinsey & Co., corporate finance and in 1994, Mr. Jelezko attended accounting school at Andersen Consulting. In 1992, Mr. Jelezko received a Master of Science Degree from Dickinson College, Pennsylvania, US as well as Chemical Technological Institute, Moscow, Russia.

Mr. Jelezko is not a director of any other entity.

Ben Hakham - British

Ben Hakham is currently employed by Renaissance Capital as Managing Director, Head of International Equity Sales. In this capacity he is responsible for managing international sales and developing existing and building new business relationships with international clients based in the UK, Europe and the US.

Prior to joining Renaissance Capital, Mr. Hakham was a Managing Director of UBS Investment Bank's Global Technology group. He joined UBS in 1994 to start its emerging markets franchise. By 1999, the unit had become the leading emerging markets team, and was rated No.1 by Extel and Institutional Investor. In 2000, Mr. Hakham was one of the founders of UBS Warburg's global technology unit, and helped take the business to a top three rated slot. In 2001, Mr. Hakham and the team were rated No.1 in European Semiconductors by Institutional Investor.

Prior to UBS Investment Bank, Mr. Hakham worked for Schroder's, setting up the Italian desk and, subsequently, the first ever European emerging markets desk in 1991, and then built a highly-rated emerging markets team at Carnegie International.

In 1998, Mr. Hakham received an Honours Degree in Economics and Economic History from Manchester Polytechnic and in 1999, a post graduate Diploma in E-Commerce from London University.

Mr. Hakham is also a director of Renaissance Capital Limited.

James Keyes - Bermudian

James Keyes is a Partner and Deputy Team Leader of the Funds & Investment Services Team within the Corporate/Commercial Department of Appleby Spurling Hunter. He practices in the area of corporate and commercial law, particularly mutual funds, corporate finance and securities. Mr. Keyes joined Appleby Spurling Hunter in 1993. Prior to that, he worked with Freshfields law firm in London from 1989 to 1992.

Mr. Keyes attended Oxford University in England and graduated (M.A. with Honours) in 1985. He was called to the bar of England & Wales in 1991 and to the Bermuda Bar in 1993.

Mr. Keyes is a member of the Bermuda International Business Association's committee on collective investment schemes.

Mr. Keyes is also a director of a number of listed and non-listed investment companies.

The Directors are all non-executive.

Investment Manager

The Company has appointed Renaissance Capital Investment Management Limited as Investment Manager to the Company pursuant to the Investment Management Agreement. Under the terms of the Investment Management Agreement, the Investment Manager is responsible, subject to the overall supervision and control of the Directors, for managing the assets and investments of the Company in accordance with the investment objective and policy.

The Investment Manager may appoint an adviser or seek the advice of or recommendation from any analyst, consultant or other suitably qualified person to assist it in the performance of its duties.

The Investment Manager was incorporated and established in the British Virgin Islands in 2003 and specializes in investment management in emerging markets, especially in Russia.

The provisions of the Investment Management Agreement are summarized in "General Information" (*see page 67*). The Investment Manager will be paid fees for its services as described under "Fees and Expenses" (*see page 43*).

The Investment Manager is wholly owned by Renaissance Capital Holdings Limited, which is the holding company of an international emerging markets investment group (which includes the Placement Agent) with operations in Bermuda, Cyprus, Russian Federation, BVI, USA and England ("Renaissance Capital"). Renaissance Capital's principal investment operations are equity and fixed income sales and trading and investment banking. The directors and officers of Renaissance Capital have extensive experience in the management of investment products with emerging markets mandates.

As of March 24, 2004, the Investment Manager had more than US\$50 million of assets under management.

As of the date of this Prospectus, there are no known criminal proceedings or disciplinary actions brought against the Investment Manager in the past five years.

Directors and Officers of the Investment Manager

Stephen Jennings (Director) - New Zealand

Stephen Jennings is the Chief Executive Officer of Renaissance Capital. Following the August 1998 financial crisis in Russia, he led the successful restructuring of Renaissance Capital and is now responsible for overall strategic direction and management.

As one of the founders of Renaissance Capital in 1995, Mr. Jennings was actively involved in building their investment banking, securities sales and trading, and asset management businesses. He played a key role during the critical early years of the Firm, serving as Head of Investment Banking, Head of Sales, and Chief Operating Officer. Mr. Jennings served as co-head of CS First Boston (Moscow) from 1992 to 1995. In this role he had direct responsibility for CS First Boston's investment banking business during a period when CS First Boston was recognized as the dominant market player in developing and executing pioneering transactions in the Russian marketplace. In 1992, Mr. Jennings led the State Property Committee's pilot voucher auctions, a project that established the foundations for the creation of Russia's capital markets. He has since worked on numerous landmark financings and M&A transactions in Russia, many of which have won professional awards and commendations.

Before coming to Russia in 1992, Mr. Jennings was with CS First Boston in London, where he worked on investment banking and privatization transactions in Central and Eastern Europe. Previously, he worked for CS First Boston and the Treasury in New Zealand, advising the New Zealand and Australian governments on privatization and state enterprise restructuring and working on a wide variety of private sector M&A and capital markets transactions.

In 1981, Mr. Jennings received a Bachelor of Business Studies degree from Massey University in New Zealand, and in 1983, an M.Phil. in Economics with first class honours from the University of Auckland, New Zealand.

Mr. Jennings is also a director of a number of other financial institutions, including a number of listed and non-listed investment companies managed by Renaissance Capital Investment Management Limited.

Andrei Movchan (Director) - Russian

Andrei Movchan is Head of Asset Management of Renaissance Capital.

From 1998 to 2001, Mr. Movchan was Executive Vice President and Head of Financial Solutions and Products of Troika Dialog Investment Bank involved in structured and debt capital market transactions, private financial structures, and transactions with distressed assets. From 1997 to 1998, he was an Executive Vice President, and Chief Operating Officer of Troika Dialog

Investment Bank in charge of back office, IT, risk management and administrative issues, and regional development of the bank.

From 1995 to 1997, Mr. Movchan was Head of planning and analysis directorate of Rossijskij Kredit Commercial Bank and from 1993 to 1995, Mr. Movchan was Head of financial directorate of Guta financial group.

In 2003, prior to joining Renaissance Capital, Mr. Movchan received an MBA from University of Chicago. In 1992, Mr. Movchan received his Master of Science degree in applied mechanics and mathematics from Moscow State University and in 1995, a degree Diploma with honors from the Russian State Academy of Finance.

Mr. Movchan is not a director of any other entity.

Dennis Fulling (Director) - American

Dennis Fulling is a Managing Director and Chief Financial Officer and Chief Operating Officer of Renaissance Capital.

Prior to joining Renaissance Capital, Mr. Fulling was with the American Express Company for nearly 10 years in various financial positions in New York, Moscow and London. From 1987 to 1993, Mr. Fulling was part of the corporate audit function based in New York advising on internal controls and mergers and acquisitions. From 1993-1996, Mr. Fulling was CFO of American Express - Russia and responsible for building and managing the financial and operational infrastructure during the business start-up phase. This included managing finance, tax, treasury, internal audit, operations and administrative functions. Mr. Fulling then relocated to London and worked within the American Express - Europe business consultancy group providing transactional support for joint ventures, alliances and other strategic deals for American Express in Europe. After returning to the U.S in 1997, Mr. Fulling joined MasterCard International in New York as V.P. of Finance responsible for managing the business planning and forecasting requirements for MasterCard's worldwide operations. Most recently, Dennis was CFO/COO for Marketing Drive Worldwide, a \$500 million division of the InterPublic Group based in NYC.

In 1987, Mr. Fulling graduated from Mount Saint Mary's College in Maryland with a BS in Accounting and is a C.P.A. registered in New York State.

Mr. Fulling is also a director of a number of other financial institutions, including a number of listed and non-listed investment companies managed by Renaissance Capital Investment Management Limited.

Sergey Chernyshov (Investment Officer) - Russian

Sergey Chernyshov is the Chief Investment Officer of Asset Management of Renaissance Capital.

Mr. Chernyshov joined the company in 2003 from Credit Suisse Asset Management in London, where he worked for six years. In his capacity of Europe, Middle East and Africa portfolio

manager, Mr. Chernyshov worked on an over \$1 billion regional equity exposure of the company, and managed a family of Russian domestic mutual funds. For three years he was also responsible for the European TMT sector coverage of European stocks.

Prior to his experience at Credit Suisse Asset Management, Mr. Chernyshov spent three years managing money at a dedicated Russian-specialist, Brunswick Capital Management. He was also an adviser to Fleming Russian Securities Fund. Mr. Chernyshov is a CFA Charterholder, and received a Mathematics MSc from Moscow State University in 1991.

Mr. Chernyshov is not a director of any other entity.

All of the directors of the Investment Manager operate from 22 Voznesensky Pereulok, Moscow 125009 Russian Federation.

Sub-Advisor

The Investment Manager has appointed OOO Renaissance Capital Management Company as Sub-Advisor to the Company pursuant to the Sub-Advisory Agreement. Under the terms of the Sub-Advisory Agreement, the Sub-Advisor is responsible, subject to the overall supervision and control of the Investment Manager, to provide research and investment recommendations with respect to Gazprom Shares.

The Sub-Advisor was incorporated and established in Russia and specializes in investment management in emerging markets, especially in Russia.

The provisions of the Sub-Advisory Agreement are summarized in "General Information" (*see page 67*). The Sub-Advisor will be paid fees for its services as described under "Fees and Expenses" (*see page 43*).

The Sub-Advisor is wholly owned by Renaissance Capital.

The Sub-Advisor is regulated by the Federal Service of the Financial Markets (formerly known as the Federal Commission of the Securities Market) of Russia.

As of the date of this Prospectus, there are no known criminal proceedings or disciplinary actions brought against the Sub-Advisor in the past five years.

Directors and Officers of the Sub-Advisor

Alexander Efimov (General Director) - Russian

Alexander Efimov is the General Director of Russia-based Renaissance Capital Asset Management Company.

Mr. Efimov joined Renaissance Capital Asset Management Company in 2003 from Private Banking at Troika Dialog. From 2000 to 2003 he was Vice-President of Financial Solutions and Products at Troika Dialog and was responsible for business development in structured transactions and tax consulting.

From 1994 to 2000 Mr. Efimov worked for East-European Investment Bank in positions starting from economist to the head of Treasury.

In 2004 Mr. Efimov received an MBA from University of Chicago. In 1989 Mr. Efimov received his Master of Science degree in physics from Moscow Institute of Physics and Technology and in 1995 a Diploma from the Russian State Academy of Finance.

Mr. Efimov is not a director of any other entity.

Mr. Efimov operates from 22 Voznesensky Pereulok, Moscow 125009 Russian Federation.

Dmitry Sedov (Chief Accountant) - Russian

Dmitry Sedov is the chief accountant of the Sub-Advisor.

Mr. Sedov joined Renaissance Capital in 2003 from Paccioli Audit Company where he worked as a lead auditor in the department of general and investment audit. From 1997 to 2003 Mr. Sedov worked at Arni Audit and Consulting Company, first as the auditor in the department of audit of exchanges, out-of-budget funds and investment institutions and then as lead auditor in the department of general and investment audit. From 1996 to 1997 Mr. Sedov worked as accountant and economist at SicEG Limited.

In 1988, Mr. Sedov graduated from Moscow State University of Railway Transport, where he specialized in Transport Economics and Management.

Mr. Sedov holds a license from the Ministry of Finance of Russia to act as an auditor in the field of general audit and audit of exchanges, out-of-budget funds and investment institutions.

Administrator and Registrar

The Company has appointed Custom House Administration & Corporate Services Limited to act as Administrator and Registrar for the Company pursuant to the Administration Services Agreement. The Administrator and Registrar will have responsibility for the administration of the Company and performing any and all filings with governmental authorities and agencies, as administrator, and for the calculation of the Net Asset Value and the Net Asset Value per Share, the maintenance of a copy of the Company register representing the Company's records relating to Share ownership and the redemption and repurchase of Shares, receipt of Repurchase Requests, authorization of redemption and repurchase payments, authorization of disbursements of management and advisory fees, commissions and other charges, as registrar, and other services as agreed on by the Company and the Administrator and Registrar. In providing services as administrator and registrar, the Administrator and Registrar does not act as a guarantor of the Shares herein described. Moreover, the Administrator and Registrar is not responsible for any trading or investment decisions of the Company (all of which will be made by the Investment Manager), or the effect of such trading decisions on the performance of the Shares.

The Administrator and Registrar was incorporated in Ireland on the 14th day of July 1989 in order to provide services as an administrator, registrar and transfer agent and provide corporate

secretarial services to investment companies and other collective investment undertakings. The Administrator and Registrar is regulated by the Irish Financial Services Regulatory Authority under the terms of Section 10 of the Investment Intermediaries Act of 1995 (the "Intermediaries Act"). However, neither the Company nor the offering of Shares under this Prospectus is regulated by the Irish Financial Services Regulatory Authority. All companies regulated under Section 10 of the Intermediaries Act, including the Administrator and Registrar, are required to be members of the Irish Investor Compensation Scheme (the "Compensation Scheme"). The Company is not part of the Compensation Scheme and the only protection that may be afforded to Shareholders will be solely in relation to any losses incurred by the Shareholder, as a result of failure of the Administrator and Registrar.

Pursuant to the Administration Services Agreement, the Administrator and Registrar is entitled to delegate its functions, powers, rights, privileges and duties to any person, firm or corporation provided that the Administrator and Registrar shall be liable for any act or omission of any such person, firm or corporation as if such act or omission were its own.

The directors of the Administrator and Registrar are Dermot S.L. Butler, David P.M. Blair and James Osborne (non-executive).

Listing Sponsor

The Company has appointed Reid Services Limited to act as Listing Sponsor and ongoing sponsor for the Company pursuant to the Listing Sponsor Services Agreement. The Listing Sponsor will have responsibility for compliance under the listing regulations of the Bermuda Stock Exchange and communication with the Bermuda Stock Exchange.

The Listing Sponsor was incorporated in Bermuda and is a wholly owned subsidiary of Appleby Spurling Hunter.

Subsidiary Administrator

The Company, the Cyprus Entities and the Russian Entities have appointed Renaissance Investment Advisors Limited to act as Subsidiary Administrator for the Cyprus Entities and the Russian Entities pursuant to the Subsidiary Administrative Services Agreement. The Subsidiary Administrator will have responsibility for the administration and management of the Investment Structure.

The Subsidiary Administrator was incorporated in Cyprus and is a wholly owned subsidiary of Renaissance Financial Holdings Limited, a member of the Renaissance Capital group of companies.

Placement Agent

The Company has appointed Renaissance Capital Limited as Placement Agent pursuant to the Placement Agreement. Renaissance Capital Limited was incorporated in 1995 and is a wholly owned subsidiary of Renaissance UK Holdings Limited; it has been appointed by the Company to procure placement of its Shares. The Placement Agent is authorized and regulated by the Financial Services Authority in the UK.

Company Secretary

The Company has appointed Appleby Corporate Services (Cayman) Limited as Company Secretary and the provider of its registered office in the Cayman Islands pursuant to the Corporate Administrative Services Agreement and the Company Secretary has agreed to act, or have a subsidiary service company act, as secretary of the Company.

Fees and Expenses

Investment Manager

The Investment Manager will be paid a fee equivalent to 1% per annum of the average daily Net Asset Value of the Company. This fee is payable quarterly in arrears. The Investment Manager may also recover out-of-pocket expenses reasonably incurred by it in the performance of its duties.

The fees and expenses of any adviser or other appointed suitably qualified person, including the Sub-Advisor, will be paid by the Investment Manager.

Sub-Advisor

The Sub-Advisor shall be paid by way of remuneration for its services by the Investment Manager, and not the Company, pursuant to the Sub-Advisory Agreement.

Administrator and Registrar

The Administrator and Registrar shall be paid by way of remuneration for its services pursuant to the Administration Services Agreement fees at such rates as may be agreed from time to time between the Company and the Administrator and Registrar. Such fees shall be paid in US dollars.

Initially, fees will be payable monthly in arrears to the Administrator and Registrar based on the daily Net Asset Value of the Company at a rate of 0.125% per annum, subject to a weekly minimum fee of US\$1,250. In addition, the Administrator and Registrar shall be entitled to receive fees of US\$50 in respect of each subscription, redemption, repurchase or share transfer, subject to an annual minimum of US\$4,000. The Administrator and Registrar will also be entitled to receive all agreed out-of-pocket expenses properly incurred on behalf of the Company and a one-time review and set-up fee of US\$4,000.

Listing Sponsor

The Listing Sponsor shall be paid a basic minimum listing application fee of BD\$15,000. The Listing Sponsor will also be paid for ongoing sponsorship BD\$5,000 per annum and be entitled to be reimbursed for agreed out-of-pocket expenses incurred on behalf of the Company.

Subsidiary Administrator

The Subsidiary Administrator shall be paid a monthly fee of US\$1,000. This fee is payable quarterly in arrears. The Subsidiary Administrator may also recover out-of-pocket expenses reasonably incurred by it in the performance of its duties.

Placement Agent

The Placement Agent is entitled to receive the initial charge of US\$0.05 per Share in relation to the offer of Shares during the Placing which is payable by a Shareholder. The Placement Agent is also entitled to be reimbursed for all agreed out-of-pocket expenses properly incurred by it in the performance of its duties.

Company Secretary

The Company Secretary will be paid a fee of US\$1,500 per annum payable annually in advance for providing registered office and secretarial services and will also be entitled to be reimbursed for all agreed out-of-pocket expenses incurred on behalf of the Company.

Operating Expenses

The Company will bear certain operating expenses including, in particular, stamp duties, taxes, commissions, foreign exchange costs, bank charges, registration fees relating to investments, insurance, the cost of maintaining the listing of the Shares on the Bermuda Stock Exchange and security costs, fees and expenses of the Directors and the auditors and legal and certain other expenses incurred in the administration of the Company and in the acquisition, holding and disposal of investments. The Company will also be responsible for the costs of preparing, printing and distributing all valuations, statements, accounts and reports as well as the costs associated with the publication of the Net Asset Value and dissemination of information to the Shareholders. The Company will also bear the cost of maintaining the Investment Structure, including the cost of maintaining the Russian Entities and the Cyprus Entities. Initially, the Company estimates that the cost of maintaining the Investment Structure will be approximately US\$30,000 per year.

The total costs and expenses incidental to the establishment of the Company and the Placing of the Shares are not expected to exceed US\$300,000. These costs and expenses will be borne by the Investment Manager. However the Company and the Investment Manager have agreed that the Investment Manager will be reimbursed a pro rata amount equal to 0.25% per annum of the average daily Net Asset Value, such fee to be accrued each month and paid quarterly in arrears, subject to the total payment not exceeding the estimated cost as above. In the event of the Company going into voluntary liquidation before the Investment Manager has been reimbursed the costs and expenses attributable to the establishment of the Company and the Placing, the Investment Manager will be considered a creditor of the Company to the extent of the amount remaining to be paid.

Conflicts of Interest

The Directors of the Company, the Investment Manager, the Sub-Advisor, the Placement Agent, the Subsidiary Administrator, and companies in the Renaissance Capital group and any of their shareholders, officers, employees, agents and affiliates ("Interested Parties") may be involved in other financial, investment or other professional activities which may on occasion cause conflicts of interest with the Company. The Investment Manager (or any other Interested Party) may, for example, make investments on its own behalf or for other clients. In particular, but without limitation, it may dispose of securities at different times or prices than those applying to sales for the same securities on behalf of the Company. Renaissance Capital may also create one or more additional companies or funds with investment objective and policies substantially similar to those of the Company. In addition, companies in the Renaissance Capital group from time to time have provided and may in the future provide investment banking services to Gazprom. The Interested Parties will ensure that the performance of their duties, including their duty to act in the best interest of the Company, will not be impaired by any such involvement and that any conflicts which may arise will be resolved fairly. Notwithstanding this undertaking to resolve issues fairly, situations may arise in which the Investment Manager's (or any other Interested Party's) own account activities or those of its affiliates or those made on behalf of other clients may disadvantage the Company, such as the inability of the market fully to absorb orders for the purchase of Gazprom Shares placed by the Investment Manager (or any other Interested Party) for the Company and itself, its affiliates or other clients at prices or quantities which would be obtainable if the same were being placed only for the Company. Subject to the foregoing, the Company will be offered and will be able to participate (local regulations permitting) in all potential investments in and dispositions of Gazprom Shares identified by the Investment Manager as falling within the investment policy of the Company. Any Interested Party may hold the Shares. Furthermore, any Interested Party may, subject to applicable laws and regulations, receive commissions which it may negotiate in relation to any sale or purchase of any investments of the Company effected by it for the account of the Company.

The Investment Manager and the Sub-Advisor may employ brokers or engage in transactions with dealers, in their sole and commercially reasonable discretion, when effecting purchases and sales of Gazprom Shares for the account of Russia Holdings II, including brokers and dealers affiliated with Renaissance Capital. All of the Investment Manager, the Sub-Advisor, the Placement Agent and the Subsidiary Administrator are under the common control of Renaissance Capital.

A Director may vote on a proposal, arrangement or contract in which he is materially interested if his interest is disclosed to and not objected by the other Directors. (*see General Information - page 62*).

APPLICATION PROCEDURE

The Placing

During the Placing, Qualified Investors may subscribe for Shares at a price of US\$10.00 each (exclusive of the initial charge). The Placing will open at 9:00 a.m. on April 26, 2004 and will close at 5:00 p.m. (UK time) on the Closing Date which is expected to be April 30, 2004. Applications for subscriptions under the Placing must be received by the Administrator and Registrar by 5:00 p.m. (UK time) on April 30, 2004. Subscription monies in cleared funds in respect of applications must be received by 5:00 p.m. (UK time) on the Settlement Date which is expected to be April 30, 2004.

The minimum subscription amount is US\$100,000 (excluding initial charges).

The Placing is conditional on subscription monies being received by the Settlement Date (or such later date as the Directors and the Investment Manager may in their absolute discretion determine) of not less than US\$20 million. If this condition is not satisfied, subscription monies will be returned to the subscribers without interest at the risk and expense of the subscribers as soon as reasonably practicable after the Settlement Date.

Applications are subject to the terms of this document, the Memorandum and Articles of Association and the enclosed Subscription Application (including the Investment Suitability Declaration). The Company reserves the right to refuse to accept the subscription of any person for any reason whatsoever, including any person which, in the opinion of the Company, fails to satisfy the Qualified Investor requirements and standards set forth herein and in the Subscription Application, or does not have such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of its investment.

Applications for Shares should be made on the enclosed Subscription Application, and should be sent by facsimile and mail or courier to the Administrator and Registrar at:

RenGaz Holdings Limited
c/o Custom House Administration & Corporate Services Limited
25 Eden Quay
Dublin 1
Ireland
Fax No. : +353 (1) 878-7410
Telephone No.: +353 (1) 878-0807
Attention : Shareholder Services Department

with a copy to:

RenGaz Holdings Limited
c/o Renaissance Capital Limited
One Angel Court
Cophall Avenue
London EC2R 7HJ
United Kingdom

Fax No. : +44 (207) 367-7778
Telephone No.: +44 (207) 367-7777
Attention : Ben Hakham

Where instructions are initially given by facsimile the original form must be delivered to the Administrator and Registrar as soon as possible thereafter in order to complete the trade.

Shares will be issued in whole numbers only and any fraction of a share which would otherwise arise will be rounded down with the relevant subscription monies being returned to the subscribers, without interest at the risk and expense of the subscribers as soon as reasonably practicable after the Settlement Date.

In the case of joint shareholders, the Administrator and Registrar will only accept instructions in respect of their Shares signed by all of them. Shares may be registered in up to four names.

Subsequent to the Placing, the Investment Manager will seek to establish an arrangement with an emerging markets specialist broker to make a market in the Shares of the Company. The Company would seek to receive approval from the Bermuda Stock Exchange prior to establishing such an arrangement. Renaissance Capital or an affiliate may also attempt to match parties desiring to sell Shares with parties desiring to purchase Shares. However, there can be no assurance of such an arrangement being established and in any event there can be no assurance as to liquidity of the Shares of the Company. Further, the Directors may from time to time at their discretion, determine that further Shares will be issued if to do so is considered beneficial for the efficient operation of the Company in accordance with the investment policy.

Payment Instructions

Payment in readily available funds in United States currency for Shares subscribed for under the Placing must be received by bank-to-bank wire transfer by 5:00 p.m. (UK time) on the Settlement Date which is expected to be April 30, 2004, to the following account:

Bank:	The Royal Bank of Scotland International Limited (Isle of Man) PO Box 151 Royal Bank House 2 Victoria Street Douglas Isle of Man IM99 1NJ United Kingdom
Payment Bank:	Bank of New York, New York
SWIFT Code:	IRVTUS3N
For further credit to	Royal Bank of Scotland (Isle of Man)
SWIFT Code:	RBOSIMDX
Account No.	5880-58214156
Currency:	USD
For the benefit of	RenGaz Holdings Limited

An initial charge of US\$0.05 per Share will be charged under the Placing and paid to the Placement Agent. Such initial charge will be deducted from the subscription amount and the net amount only invested in the Shares. Any bank charges in respect of telegraphic transfers will be deducted from subscriptions and the net amount only invested in Shares.

Form of Shareholding

Except as provided below, the Shareholders can apply for Shares to be held through Euroclear or be registered in their own names. If a Shareholder does not indicate a preference, his Shares will be registered in his own name. No Share certificates or temporary documents will be issued. In order to effect a change in the manner of shareholding, and if such shareholding is through Euroclear, the Shareholder should make simultaneous requests to the Administrator and Registrar and Euroclear quoting relevant details of his holding.

The Shares have been accepted for delivery through Euroclear. For efficient management purposes the Company has entered into an Investor Reporting Agreement with Euroclear ("Investor Reporting Agreement"), to monitor on a monthly basis all transfers of Shares held through the Euroclear system. Under the terms of the Investor Reporting Agreement, Euroclear will provide a list of the holdings of its banking customers of the Company's Shares. However, such lists will not disclose beneficial owners. The Company, Renaissance Capital and the Investment Manager have undertaken to keep strictly confidential all information provided under the terms of the Investor Reporting Agreement.

Anti-Money Laundering

As part of the Company's responsibility to prevent money laundering, the Company, the Administrator and Registrar and the Placement Agent may require detailed verification of a Shareholder's identity and the source of the payment of subscription monies. Depending on the circumstances of each application, a detailed verification might not be required where (i) the Shareholder makes the payment from an account held in the Shareholder's name at a recognized financial institution or (ii) the application is made through a recognized intermediary. These exceptions will only apply if the financial institution or intermediary referred to above is regulated by a recognized regulatory authority and carries on business in an "approved country" listed in Schedule 3 of the Money Laundering Regulations (2003 Revision) (as amended) issued pursuant to the Proceeds of Criminal Conduct Law (2001 Revision) (as amended).

By way of example, an individual may be required to produce a copy of a passport or identification card duly certified by a notary public, together with evidence of address, such as a utility bill or bank statement, and date of birth. In the case of corporate Shareholders this may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business addresses of all directors.

If a subscriber does not supply all of the information required under the "Client Verification Requirements" set out in the Subscription Application, then the Company may accept and invest its subscription at the subscriber's risk following the receipt of subscription monies. Furthermore, if the subscriber's Shares are redeemed or repurchased prior to receipt by the Company of the

information, the redemption or repurchase proceeds will be retained in the Company's bank account pending receipt of such information.

The Administrator and Registrar and the Placement Agent reserve the right to request such information as is necessary to verify the identity of a Shareholder. In the event of delay or failure by the Shareholder to produce any information required for verification purposes, the Administrator and Registrar and Placement Agent or the Company may refuse to accept the application and all subscription monies.

The Administrator and Registrar of the Company is required to ensure full compliance with all applicable Irish and international anti-money laundering legislation. The principal legislation is laid down in the Irish Criminal Justice Act, 1994, as amended, and the consequent requirements are laid down in the Irish Guidance Notes for Financial Institutions, issued in 2003. Further, and if appropriate, the Administrator and Registrar may also be required to comply with certain provisions of the USA PATRIOT Act. The specific requirements include, *inter alia*, the fundamental requirement to Know Your Client, which extends, for any non-individual investor, to the ultimate beneficial owner(s) of the monies invested. This requirement is principally satisfied through documentary evidence, as listed in the Client Verification Requirements set out in the Subscription Application. The Administrator and Registrar may request further information in order to satisfy its regulatory obligations.

The completion of the application form serves as confirmation that the Shareholder understands and agrees to furnish the requested documents. It also represents the first request for the documents noted on the Client Verification Requirements. In the event that the Administrator and Registrar or the Placement Agent require further proof of identity of any Shareholder, they will immediately contact the Shareholder on receipt of an application form. If the documents requested are not received within a reasonable time following the investment, the Administrator and Registrar or the Placement Agent will send a second request to the Shareholder, which will act as a reminder. If within a reasonable time after this reminder the Administrator and Registrar still has not received the documents requested, further requests will be sent to the Shareholder. For these further requests a charge of \$75 will be charged directly against the Shareholder's interest in the Company.

The Administrator and Registrar is also required to know the source of the funds, with such requirement normally limited to knowing the bank and account from which the monies were remitted. Such monies invested may only be redeemed to the account of remittance, except in exceptional circumstances.

Any additional requirements imposed on the Administrator and Registrar due to change in law will be reflected in its requirements of the applicant. By subscribing for Shares, a Shareholder consents to the release by the Company, the Administrator and Registrar, or any other relevant party, of any information as to the identity of the Shareholder or source of funds provided by the Shareholder to relevant regulatory authorities concerned with anti-money-laundering enforcement. If any person who is resident in the Cayman Islands has a suspicion that a payment to the Company (by way of subscription or otherwise) contains the proceeds of criminal conduct that person is required to report such suspicion pursuant to The Proceeds of Criminal Conduct Law (2001 Revision) (as amended).

Transfer of Shares

A Shareholder wishing to dispose of Shares may transfer Shares at any time by an instrument in writing in any usual or common form, so long as such disposal is in accordance with applicable law. Such transfers will be subject to this document and to the provisions of the Articles of Association set out in the description of Articles of Association (*see General Information - page 59*). A transfer will, *inter alia*, be restricted where it would result in a legal, pecuniary, regulatory or taxation disadvantage to the Company. A transfer that would result in either the transferor or the transferee holding less than 10,000 Shares will not be effected by the Company pursuant to Directors' resolutions adopted pursuant to the Articles of Association.

No ownership or transfer restrictions will be monitored by the Euroclear operator or by the Administrator and Registrar of Shares held in Euroclear.

Compulsory Repurchase or Redemption

The Directors may require the compulsory repurchase or redemption of Shares in the circumstances set out in the description of Articles of Association (*see General Information - page 60*).

TAXATION

The tax discussion set forth below is a summary included for general information purposes only and does not address every potential tax consequence that might be relevant to the Investment Structure and each particular Shareholder. Although it is based on current law and practice, the Shareholders should appreciate that as a result of changing law or practice or unfulfilled expectations as to how the Company or the Shareholders will be regarded by tax authorities in different jurisdictions, the tax consequences may be otherwise than as stated below. Shareholders should consult their professional advisers on the possible tax consequences of their subscribing for, purchasing, holding, selling or requesting that the Company repurchase Shares under the laws of their countries of citizenship, residence, ordinary residence or domicile.

There can be no assurance that the tax position or proposed tax position prevailing at the time an investment in the Shares is made will endure indefinitely.

The tax implications discussed below apply solely to the Investment Structure described in this Prospectus.

Russian Federation

Transfer of Funds to Russia Holdings II

Transfer of funds to Russia Holdings II should not trigger any Russian taxes for any of the entities under the Investment Structure. However, Russia Holdings II will be subject to a profit tax on unrealized foreign exchange gains on its US dollar (or other foreign currency) denominated liabilities arising from the Funding Arrangements, in the event of a revaluation of the Rouble against the currency in which such liabilities are expressed.

Cyprus Entity II is likely to realize some taxable profit in Cyprus (which should be immaterial). This profit incurred by Cyprus Entities on the financing received from the Company and provided to Russia Holdings II (due to different interest rates) would be subject to tax in Cyprus at a 10% rate. For the year 2004 only, in the case where the taxable income of the Cyprus Entities exceeds CYP1 million, the taxable profits over and above CYP1 million will be subject to income tax in Cyprus at an extra 5%.

Acquisition of Gazprom Shares by Russia Holdings II

The acquisition of Gazprom Shares by Russia Holdings II should not trigger any Russian taxes. In addition, there are no property or other similar taxes related to the ownership of Gazprom Shares. If the market value of Gazprom Shares appreciates while the Gazprom Shares are on the books of Russia Holdings II, such appreciation should not trigger any tax consequences for Russia Holdings II prior to disposition of the Gazprom Shares.

Dividends Paid on Gazprom Shares

Dividends paid by Gazprom on shares owned by Russia Holdings II will be subject to withholding tax at a current rate of 6%, which constitutes a final tax and such dividends will not

be included in the taxable income of Russia Holdings II. Any such withholding tax cannot be offset by Russia Holdings II against any other tax and is not recoverable in case of losses.

Sale of Gazprom Shares by Russia Holdings II

Russia Holdings II will be subject to tax on profits, including capital gains, in accordance with the law on taxation of profits of enterprises and organizations at current rates of up to 24%.

As Russia Holdings II is established in a region that provides certain tax incentives, it may benefit from some tax breaks. In the event the relevant authorities determine that Russia Holdings II has an "isolated structural division" (i.e. a branch for tax purposes) in any other region of Russia, Russia Holdings II would become subject to profits tax in such region, and as a result may owe regional and local portions of profits tax (such portions are currently up to 19%) on any profits it realizes, including from the sale of Gazprom Shares. To mitigate the risk of creating an "isolated structural division" of Russia Holdings II in another region of Russia, particularly in the City of Moscow, the Subsidiary Administrator will take reasonable actions it deems necessary.

Profits tax is levied on gross profit after deduction of expenses; however, Russia Holdings II may not have enough deductible expenses to cover all taxable profit. Russia Holdings II may reduce capital gains on the Gazprom Shares by the amount of interest payable on any Funding Arrangements and foreign exchange losses on foreign currency denominated loans. Interest payable on any Funding Arrangements and foreign exchange losses on foreign currency denominated loans should be deductible in the year when incurred. The amount of any depository and brokerage fees are tax deductible in the period when the Gazprom Shares are disposed.

At the end of each year provided the Gazprom Shares are not disposed, Russia Holdings II is expected to have a loss as a result of expenses incurred during the year, including interest payable on any Funding Arrangements and foreign exchange losses on foreign currency denominated loans. The losses can be carried forward to subsequent taxable periods and utilized for 10 years following the year when the losses were incurred. However, the losses carried forward from the previous years cannot reduce the taxable base by more than 30% in the current year.

Russia Holdings II may reduce the amount of profits tax payable upon final disposal of Gazprom Shares by buying and selling such Gazprom Shares before the year end during the total holding period to take advantage of expenses accumulated at the end of the year that otherwise may be lost due to the loss carry forward limitations. However, any such trading has various legal and other tax consequences that will have to be carefully reviewed in each particular instance. The above option can be used only if at the end of the year the Gazprom Shares can be sold at a profit equal or exceeding the amount of expenses incurred during the year.

Except for profits tax on the foreign exchange gain on any US dollar denominated liabilities in the event the Rouble appreciates, Russia Holdings II will not be subject to any other taxes or levies under current accounting and tax laws and regulations.

Transfer of Funds by Russia Holdings II to Cyprus Entities

The transfer of sale or redemption proceeds by Russia Holdings II to the Cyprus Entities should not trigger any tax consequences for Russia Holdings II, but it may be required to withhold taxes from any such transfer of sale or redemption proceeds to the relevant Cyprus Entities (*see below*).

A foreign legal entity (i.e., an entity incorporated under the laws of a foreign jurisdiction) is subject to Russian profits tax only with respect to profits attributable to carrying on a business in Russia through a permanent establishment. Based on the Russian tax code, which defines a permanent establishment, and past practice of the Russian tax authorities, the Cyprus Entities should not be considered to have a permanent establishment in Russia and therefore should not be subject to Russian profits tax. There can be no full assurance, however, that the Russian tax authorities will not attempt to assert that the Cyprus Entities have a permanent establishment in Russia and, therefore, are subject to Russian profits tax on their activities with Russia.

However, the Cyprus Entities will be subject to withholding tax on income received from a Russian source in the form of dividend or interest. Currently, Russian withholding tax is charged at the rate of 15% with respect to dividends and at the rate of 20% with respect to all other kinds of income, including capital gains on the disposal of securities and interest (except state securities). These tax rates could be reduced under a relevant double tax treaty. Under the double tax treaty between Cyprus and Russia interest payable to the Cyprus Entities under the Funding Arrangements is exempt from the Russian withholding tax. It should be noted that the provisions of the double tax treaty between Cyprus and Russia may be applied only if any financing is on an arm's-length principle basis.

Under the provisions of the double tax treaty between Cyprus and Russia, provided that the Cyprus Entities do not create a permanent establishment in Russia, the rate of Russian withholding tax on dividends would be reduced to 5% if the amount of the subsidiary's investment in a Russian company exceeds \$100,000; or to 10% if such investment is less than \$100,000. It is likely that for the purposes of the double tax treaty, acquisition of shares of a Russian company on a secondary market would be considered an investment into the capital of a Russian company. However, there is a risk that the Russian tax authorities would not consider such acquisition of shares of a Russian company as investments for these purposes. In this case the tax rate could only be reduced to 10%. As Cyprus Entity I owns more than 1% in the capital of Russia Holdings I, no taxes are expected to be imposed in Cyprus on the receipt of any dividends due to a participation exemption.

In the event Russia Holdings II is required to withhold tax at internal Russian rates exceeding the corresponding rates under the Russia-Cyprus double tax treaty, the Cyprus Entities may request the Russian tax authorities to refund the excess taxes withheld. In practice, however, such refund is a very cumbersome and time consuming process which in case of Rouble devaluation may result in substantial loss in the US dollar value of such refund. The Company may cause the Cyprus Entities to apply for a refund of any excess taxes withheld, but no assurance can be given that such application will be successful.

Any gains derived by the Cyprus Entity on disposal of shares in a Russian company (formed as a joint stock company) will not be subject to Russian withholding tax, provided that no more than 50% of the Russian company's assets consist of immovable property located in Russia.

Furthermore, any potential tax could be reduced under the provisions of Russia-Cyprus double tax treaty. In the absence of double tax treaty protection, if shares are sold to another foreign legal entity having no permanent establishment in Russia, there is no obligation for such foreign legal entity to withhold the Russian tax.

Any gains derived by the Cyprus Entity on disposal of the shares in a Russian company where more than 50% of the assets of the company are represented by immovable property in Russia would be subject to Russian withholding tax of either 20% on the proceeds from the sale of such investments or 24% on the proceeds less certain expenses. This tax rate could be reduced under the Russia-Cyprus double tax treaty. In the absence of double tax treaty protection, if shares in a Russian company are sold to another foreign legal entity having no permanent establishment in Russia, there is no obligation for such foreign legal entity to withhold the Russian tax.

Any gain derived by the Company on disposal of the shares in a Russian company through a foreign stock exchange will not be subject to Russian withholding tax.

Cyprus

The Company expects to make investments in Gazprom Shares through Cyprus Entity I and finance investment in Gazprom Shares through Cyprus Entity II. The Cyprus Entities are located in a country which has a treaty with Russia providing relief from double taxation. As a result, investments in Gazprom Shares may be subject to reduced Russian withholding taxes on any dividends or interest received and to payment of any applicable taxes in Cyprus.

As from 1 January 2003, the special tax regime for international business companies has been abolished and all Cyprus resident companies are treated under the same provisions of the legislation.

Interest payments from a Russian company to the Cyprus Entities would be completely exempt from Russian withholding tax under the provisions of the Russia-Cyprus double tax treaty. Any interest received, which is deemed to be of an active nature (i.e. interest arising from the ordinary activities of Cyprus Entities as well as the interest closely related to the ordinary activities of Cyprus Entities), will be subject to income tax in Cyprus at the rate of 10% (after deduction of business expenses) and will be exempt from defense contribution. Any interest received which is deemed to be "passive income" (non-ordinary activities), will be subject to a 5% effective income tax rate, after the deduction of business expenses and to a 10% defense contribution on the gross amount before the deduction of any expenses. It is expected that any interest received by the Cyprus Entities will be deemed by the Cyprus Commissioner of Income Tax as of active nature and be taxed at the rate of 10%, after the deduction of business expenses. For the year 2004 only, in the case where the taxable income of the Cyprus Entities exceeds CYP1 million, the taxable profits over and above CYP1million will be subject to income tax in Cyprus at an extra 5%.

No Cypriot withholding taxes will apply with respect to any distribution of profit by the Cyprus Entities to the Company, which is a non-resident of Cyprus.

Cayman Islands

The Cayman Islands at present impose no taxes on profit, income, capital gains or appreciations in value of the Company. There are also currently no taxes imposed in the Cayman Islands by withholding or otherwise on the Shareholders on profit, income, capital gains or appreciations in respect of their Shares nor any taxes on the Shareholders in the nature of estate duty, inheritance or capital transfer tax.

Further, the Company has obtained, or will obtain, an undertaking from the Cayman Islands Government that, for a period of twenty years from the date of incorporation of the Company, no law which is enacted in the Cayman Islands imposing any tax on such profit, income, capital gains or appreciations will apply to the Company and that, for the same period of twenty years, no taxes on such profit, income, capital gains or appreciations nor any tax in the nature of estate duty or inheritance tax will be payable on the shares, debentures or other obligations of the Company.

As an exempted company, the Company is liable to pay in the Cayman Islands a registration fee based upon authorized share capital at a rate currently not exceeding US\$2,400 per annum.

CONSTITUTIONAL INFORMATION

RenGaz Holdings Limited
P.O. Box 1350 GT
Clifton House, 75 Fort Street
Grand Cayman
Cayman Islands

Ravett Holdings Limited
Capital Center, 9th Floor
2-4 Arch Makarios III Ave
Nicosia, Cyprus

Gillow Enterprises Limited
Capital Center, 9th Floor
2-4 Arch Makarios III Ave
Nicosia, Cyprus

Persey Securities Limited (*ООО Персей Секьюритиз*)
249 Lenin St., Room 101
Elista
Republic of Kalmikiya, 358000
Russian Federation

Financial Investments Limited (*ООО Финансовые Инвестиции*)
3 Tsentralnaya St.
Village Lubnia,
Smolensk Region, Smolensk District, 214505
Russian Federation

GENERAL INFORMATION

The information in this section includes a summary of some of the provisions of the Memorandum, Articles of Association and material contracts (*see "Material Contracts" below*) and is provided subject to the detailed provisions of each of such documents.

Incorporation and Share Capital

The Company was incorporated with limited liability and unlimited duration on April 13, 2004 in the Cayman Islands under the provisions of the Companies Law, as an exempted company (registration no. HL-134753).

The Company was incorporated with an authorized capital of US\$50,000 divided into 100 Founder Shares of US\$1.00 each and 49,900,000 Shares of US\$0.001 each. The Investment Manager has subscribed for 100 Founder Shares, and such shares were allotted and issued, credited as fully paid, to the Investment Manager on April 13, 2004 in exchange for services to the Company.

The Company will be registered with the Authority, however, such registration does not imply that the Authority or any other regulatory authority in the Cayman Islands has passed upon or approved this Prospectus or the Placing of the Shares hereunder.

Except as disclosed herein:

- (1) no Shares have been issued or agreed to be issued by the Company;
- (2) no commissions, discounts or brokerages or special terms have been granted in connection with the issue or sale of Shares by the Company; and
- (3) no Shares of the Company are under option or agreed conditionally or unconditionally to be put under option.

As of the date hereof, the Company does not have any loan capital (including term loans) outstanding or created but unissued, and no outstanding mortgages, charges, debentures or other borrowings, or indebtedness in the nature of borrowings, including bank overdrafts, liabilities under acceptances or acceptance credits, obligations under finance leases, hire purchase commitments, guarantees or other contingent liabilities.

Persons interested in acquiring the Shares should note that there are no provisions under the laws of the Cayman Islands or under the Articles of Association conferring pre-emption rights on Shareholders. The Articles of Association provide that the unissued Shares of the Company are at the disposal of the Directors who may offer, allot, issue, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as the Directors think fit.

Rights of the Founder Shares

The Founder Shares carry no right to any dividend and on liquidation they will rank *pari passu inter se* for return of the nominal amount paid up on them after the return of the nominal amount paid upon the Shares. On a show of hands, every holder of Founder Shares shall have one vote and, on a poll, Founder Shares each carry one vote, except that while any Shares are in issue no voting rights shall attach to the Founder Shares. Founder Shares may not be redeemed.

Rights of the Shares

The rights attaching to the Shares are as follows:

Voting Rights

At a general meeting on a show of hands, every Shareholder present in person or by proxy and entitled to vote shall have one vote. On a poll, every Shareholder present in person or by a proxy shall have one vote for each Share of which he is the holder. Any Shareholder present in person or by proxy at a general meeting may demand a poll. On the holding of a poll every Shareholder entitled to more than one vote in a poll need not use all his votes or cast all the votes he uses in the same way.

Dividends

The Directors have absolute discretion as to the payment of dividends. The Company may pay dividends in correlation with any dividends or distributions declared by Gazprom on the Gazprom Shares, although the Directors are not required to do so.

Winding Up

The Shares carry a right to a return of the nominal amount paid up in respect of such Shares in priority to any return of the nominal amount paid up in respect of Founder Shares, and an exclusive right to share in surplus assets remaining after the return of the nominal amount paid up on the Shares and Founder Shares.

Compulsory Repurchase or Redemption

The Shares may be repurchased or redeemed as described in the description of Articles of Association below.

Memorandum of Association

The objectives of the Company are set out in full in the Memorandum which is available for inspection at the Company's registered office.

Articles of Association

The Articles of Association contain, *inter alia*, provisions to the following effect:

Variation of Rights

The rights attaching to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may be varied with the consent in writing of the holders of two-thirds of the issued Shares of that class, or with the sanction of a resolution passed by not less than three-fourths of such holders of Shares of that class as may be present in person or by proxy and voting at a separate general meeting of the holders of the Shares of that class.

Transfer of Shares

Any member may transfer all or any of his Shares by an instrument of transfer in any usual or common form which the Directors may approve. The instrument of transfer must be in writing signed by or on behalf of the transferor and the transferee and the transferor is deemed to remain the holder until the transferee's name is entered in the register. The Directors may decline to register any transfer in favor of more than four joint holders as transferees. The Directors may also decline to register any transfer of Shares to a person who may, either alone or together with others, in the sole and conclusive opinion of the Directors, (i) cause a breach of any applicable law or requirements in any jurisdiction (including by virtue of not being a Qualified Investor); or (ii) prejudice the tax status or residence of the Company or any of its Shareholders; or (iii) cause the Company or any of its Shareholders to suffer any pecuniary, fiscal or regulatory disadvantage; or (iv) cause the Company to be required to comply with any registration or filing requirements in any jurisdiction with which it would not otherwise be required to comply; (v) cause the assets of the Company to become "plan assets" for the purposes of ERISA; or (vi) require registration of the Company as an "Investment Company" under the 1940 Act. Registrations of transfers may be suspended at such times and for such periods (not exceeding 30 days in any year) as the Directors may determine. A transfer that would result in either the transferor or the transferee holding less than 10,000 Shares will not be effected by the Company pursuant to Directors' resolutions adopted pursuant to the Articles of Association.

Alteration of Share Capital

The Company may by ordinary resolution increase its share capital, consolidate its shares or subdivide any of them into shares of a smaller amount or cancel authorized but unissued shares.

Subject to the provisions of the Companies Law and the rights of any holders of any class of shares, the Company may by special resolution reduce its share capital or any capital redemption reserve or share premium account.

Repurchase and Redemption of Shares

The Shares are not redeemable at the option of the Shareholders. At their absolute discretion, the Directors may repurchase Shares pursuant to a Repurchase Request from a Shareholder, in accordance with applicable law and resolutions adopted by the Company's Shareholders.

At the absolute discretion of the Directors, provided that in conducting the repurchase the Company is in compliance with applicable law, the Shares will be repurchased at a repurchase price equal to the Net Asset Value per Share as of the Business Day immediately following receipt of the Repurchase Request. Under Cayman Islands law, Shares may only be

repurchased out of profits, the share premium account (in respect of any premium) or capital. To the extent that such Shares are repurchased out of capital, the Company must be able to pay its debts as they fall due in the ordinary course of business immediately following the dates on which the payment out of capital is proposed to be made.

The timing of offers to repurchase Shares and the approval of any Repurchase Requests will remain at the absolute discretion of the Directors provided always that the Directors will seek to ensure that the Company will not become open-ended for tax or regulatory purposes and that the Company does not become a mutual fund for the purposes of Mutual Funds Law. Accordingly, the Shareholders should be aware that they can have no expectation that their Shares will be repurchased or redeemed.

Payment of repurchase monies shall be made in the base currency of the Shares so repurchased as soon as practicable after the repurchase. A repurchase that would result in any Shareholder holding less than 10,000 Shares will not be effected by the Company pursuant to Directors' resolutions adopted pursuant to the Articles of Association of the Company.

The Company may also purchase Shares in the market, off market or by tender in order to address any imbalance between the supply of and demand for Shares.

Compulsory Transfer, Repurchase or Redemption

- (1) The Articles of Association entitle the Directors to require the transfer of Shares owned directly or beneficially by any person or persons who or which may, either alone or together with other Shareholders, in the sole and conclusive opinion of the Directors, (i) cause a breach of any applicable law or requirement in any jurisdiction (including by virtue of not being a Qualified Investor); or (ii) prejudice the tax status or residence of the Company or any of its Shareholders; or (iii) cause the Company or any of its Shareholders to suffer any pecuniary, fiscal or regulatory disadvantage; or (iv) cause the Company to be required to comply with any registration or filing requirements in any jurisdiction with which it would not otherwise be required to comply; (v) cause the assets of the Company to become "plan assets" for the purposes of ERISA; or (vi) require registration of the Company as an "Investment Company" under the 1940 Act. Until such transfer is effected the holder of such Shares shall not be entitled to any rights or privileges attaching to such Shares. If the required transfer is not effected within 30 days after service of a notice on the registered holder (the "Notified Holder") to do so the Directors are entitled to: either (i) as agent of the Notified Holder execute or authorize some person to execute and deliver on the Notified Holder's behalf an instrument of transfer in respect of the Shares held by the Notified Holder and the Company may sell the Shares, as agent of the Notified Holder, at such price as is reasonably obtainable by selling such Shares in the market, deduct therefrom any fiscal charges, fees and expenses which are incurred by the Company as a result of the compulsory transfer, receive the purchase money as agent of the Notified Holder and cause the transferee to be registered as the holder of such Shares. The receipt of the Company for the purchase money shall be a good discharge to the transferee (who shall not be bound to see to the application thereof) and after the transferee has been

registered in exercise or purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person, or (ii) compulsorily repurchase or redeem the Shares. The compulsory repurchase or redemption price for a Share shall be the Net Asset Value per Share as at the first Business Day following the decision of the Directors to repurchase or redeem such Share compulsorily less any fiscal charges, fees and expenses incurred by the Company as a result of such compulsory repurchase or redemption.

- (2) In order to give effect to the foregoing restrictions and provisions the Company may require any Shareholder to furnish such information and declarations as the Directors may require and any Shareholder who fails to provide such information or declaration within a reasonable time (not being less than 21 days after service of the request for the same) may be deemed to be holding Shares to which the compulsory transfer and repurchase or redemption provisions above apply.

Suspension of Valuation

The Directors may suspend the calculation of the Net Asset Value and the Net Asset Value per Share (i) when, as a result of political, economic, military or monetary events or any circumstance outside the control, responsibility and power of the Company, the disposal of the assets of the Company is not reasonably practicable without materially and adversely affecting and prejudicing the interests of the Shareholders, or if, in the opinion of the Directors, a fair price cannot be calculated for the assets of the Company; (ii) during any period when any stock exchange or market on which a material part of the investments of the Company is quoted or traded is closed otherwise than for holiday, or during which dealings thereon are restricted or suspended; (iii) if, as a result of exchange restrictions or other restrictions affecting the transfer of funds, transactions on behalf of the Company are rendered impracticable, or if purchases, sales, deposits and withdrawals of the assets of the Company cannot be effected at the normal rates of exchange; (iv) when there is a breakdown in the means of communication normally employed in determining the price or value of any of the investments of the Company or in calculating the Net Asset Value of the Company or where the price or value of any of the investments cannot be promptly or accurately ascertained; (v) if an investment would be required to be disposed of when the Company would be in breach of any undertaking or agreement relating to such investment; (vi) upon the publication of a notice convening a general meeting of Shareholders for the purpose of resolving to wind up the Company.

Any suspension of the calculation of the Net Asset Value will be notified immediately to the Bermuda Stock Exchange and, where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

Directors

- (1) Unless otherwise determined by the Company in general meeting the number of Directors shall not be less than two and not more than seven (exclusive of alternate directors).

- (2) There shall be no shareholding qualification for Directors unless and until so fixed by Shareholders in general meeting.
- (3) The Directors shall have the power to revise or change the investment policy of the Company.
- (4) The remuneration of the Directors shall be determined by the Directors and shall not in aggregate exceed US\$100,000 per annum or such other sum as may from time to time be determined by an ordinary resolution of the Company and shall be divided amongst the Directors in such proportions and in such manner as the Directors may agree or, in default of agreement, equally. Such remuneration will accrue from day to day. The Directors may grant extra remuneration to any Director who is called on to perform any special or extra services for or at the request of the Company. The Directors may also be paid all traveling, hotel and other expenses properly incurred by them in attending meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.
- (5) A Director may be a director, managing director or other officer, employee or member of any company promoted by the Company or in which the Company may be interested and (unless otherwise agreed) no such Director shall be accountable to the Company for any remuneration or other benefits received thereby.
- (6) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director, or may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.
- (7) No Director or intending Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he becomes so interested, and in a case where the Director becomes interested in a contract or arrangement after it is made then at the first meeting of the Directors held after he becomes so interested.
- (8) Except as provided in the Articles of Association, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest (otherwise than by virtue of his interests in Shares or

debentures or other securities of or otherwise in or through the Company) unless the nature of his interest is declared at the first opportunity at a meeting of the Directors or by writing to the Directors and no other Director objects to the interested Director voting on such arrangement. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is barred from voting.

- (9) The office of Director shall be vacated, *inter alia*, where he is requested to vacate office by all the other Directors (not being less than two in number) or is removed by an ordinary resolution of the Company.
- (10) A person may be appointed a Director by an ordinary resolution of the Company or by the Directors, subject to the maximum number of Directors not being exceeded. Any Director also has a power to appoint an alternate.
- (11) There is no fixed retirement age for the Directors.
- (12) The Directors may at the expense of the Company purchase and maintain insurance for the benefit of Directors and others against liabilities incurred in connection with the discharge of their functions in relation to the Company or any subsidiary of the Company.

Borrowing Powers

The Company may only borrow on a temporary basis and the aggregate amount of such borrowings may not exceed 10% of the Net Asset Value of the Company. Subject to this limit the Directors may exercise all borrowing powers on behalf of the Company and may charge its assets as security for such borrowings.

Unclaimed Dividends

Any dividend unclaimed for a period of 6 years shall be forfeited and shall be distributed in the winding-up of the Company.

Indemnities

There are indemnities in favor of the Directors and officers for the time being of the Company. These indemnities relate to losses or damages sustained by the Directors or officers in running the Company; however, the indemnities do not cover loss or damage sustained by a Director or officer as a result of his own willful neglect or default or fraud.

Notices

Notices or other documents served on the Shareholders are deemed to have been served four days after posting, if served by post, and may be given by advertisement published in the Financial Times. Notices so advertised shall be deemed to have been served on the day on which the last of these advertisements appears.

Duration of the Company

In the event that after the first anniversary of the Closing Date for any consecutive four-month period, "A" is less than 90% of "B" where A is the market price of a Share (as determined on a monthly basis) and B is the Net Asset Value per Share as at each relevant month end, then within 30 days after the end of such four-month period the directors shall convene and hold an extraordinary general meeting of the Company at which an ordinary resolution shall be proposed that the Company continue as an investment company. If that resolution is not passed, the Directors are required to formulate proposals to be put to the Shareholders within 30 days thereafter to re-organize, re-construct or wind-up the Company. For the purposes of determining the market price of a Share, the Directors shall use such evidence as they, in consultation with the Investment Manager, in their absolute discretion think fit for the purposes of establishing a market value.

In addition, at each annual general meeting of the Company falling after the first anniversary of the Closing Date, unless a resolution is already required to be proposed pursuant to the discount floor provisions referred to above, an ordinary resolution shall be proposed that the Company continue as an investment company. If that resolution is not passed, the Directors are required to formulate proposals to be put to the Shareholders for the winding-up or other reorganization or reconstruction of the Company.

Net Asset Value

The Net Asset Value and the Net Asset Value per Share shall be calculated by the Administrator and Registrar (or such other person as the Directors may appoint for such purpose from time to time) as at the close of business (UK time) on each Business Day (or at such other times as the Directors may determine) on the basis of valuation guidelines adopted by the Directors.

The Net Asset Value of the Company shall be the value of all the assets of the Company less the value of all the liabilities of the Company (excluding an amount equal to the share capital attributable to the Founder Shares). The value of the assets and liabilities of the Company shall be determined in accordance with the Articles of Association and under valuation guidelines adopted by the Directors from time to time.

Under current valuation guidelines adopted by the Directors, such values shall be determined as follows:

- (1) the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received shall be deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Directors may consider appropriate in such case to reflect the true value thereof;
- (2) the value of securities which are quoted or dealt in on any stock exchange (including any securities traded on an "over the counter market") shall be based on the last traded price on such stock exchange, or if there is more than one stock exchange on which the securities are traded or admitted for trading, that which is

normally the principal stock exchange for such security, provided that any such securities which are not freely transferable, or which are not regularly traded, or which for any other reason are subject to limited marketability, shall be valued initially at cost and thereafter with any reduction or increase in value, as the case may be, as the Directors shall in their absolute discretion determine to be fair and appropriate;

- (3) the market value of a contract or option traded on an exchange, or through a clearing firm of an exchange or through a financial institution, shall mean the most recently available closing quotation on such exchange or of such clearing firm or financial institution. Where such investments are dealt in or traded on more than one exchange the Directors at their discretion may determine which exchange shall prevail for this purpose;
- (4) the value of units or other security in any unit trust, mutual company, investment corporation or other similar investment vehicle or collective investment scheme shall be derived from the last prices (being, where relevant, bid prices) published by the manager or otherwise in respect thereof;
- (5) all other assets and liabilities will be valued at their respective fair values as determined in good faith by the Directors;
- (6) taxation liabilities applying to the Company's investments in the Investment Structures will be accrued for at applicable rates as determined by the Investment Manager;
- (7) any value in a currency other than that in which the Shares are denominated shall be converted at any officially set exchange rate or appropriate spot market rate (whether official or otherwise) on the relevant Business Day or, if no such rate is available on such Business Day, at the most recently available such rate as the Directors in their absolute discretion deem appropriate in the circumstances having regard, *inter alia*, to any premium or discount which may be relevant and to costs of exchange.

If the Directors consider that any of the above bases of valuation are inappropriate in any particular case or generally, they may adopt such other valuation or valuation procedure as they consider is reasonable in the circumstances. The Directors may delegate to the Investment Manager or the Administrator and Registrar any of their discretions under the valuation guidelines and shall be entitled to rely upon the same in the absence of manifest error.

For the purposes of preparing any valuation the Directors shall be entitled to obtain at the expense of the Company, and to rely on, such independent professional advice as they consider appropriate.

The Net Asset Value per Share shall then be calculated by ascertaining the Net Asset Value of the Company and dividing such amount by the total number of Shares in issue on the relevant Business Day. The resulting sum in each case will be rounded to the nearest whole cent.

The Administrator and Registrar will notify the Net Asset Value per Share to the Bermuda Stock Exchange without delay upon calculation.

Directors and other Interests

No Director of the Company currently has an interest in the share capital of the Company although this does not prevent a Director from subscribing for Shares.

Directors' interests: Oleg Jelezko is a Managing Director of the Renaissance Capital, the holding company of the Investment Manager and Placement Agent. Ben Hakham is a Managing Director of Renaissance Capital and also a director of the Placement Agent. There are no service agreements between each of Mr. Jelezko and Mr. Hakham and Renaissance Capital that are not terminable within one year. Further, there are no service agreements or contracts between any of the Directors of the Company and Renaissance Capital which are significant in relation to the business of Renaissance Capital. James Keyes is a partner in the Company Department of Appleby Spurling Hunter, an international law firm which acts as Bermuda counsel and Cayman Islands counsel to the Company.

The Founder Shares, as referred to above (*see General Information - pages 57-58*), have been transferred to the Investment Manager. Except as referred to in this paragraph, no Director (nor any spouse or child under 18 of a Director) has any interest in the share capital of the Company or in any option with respect to such share capital.

Except as referred to in this paragraph, no Director (nor any connected person the existence of which is known, or could with reasonable diligence be ascertained by that Director) has any interest in the share capital of the Company and no Director has any interest in any transaction which, since its incorporation, has been effected by the Company and is unusual in its nature or conditions or is significant to the business of the Company.

There are no Directors' service contracts with the Company and no such contracts are proposed but the Directors may receive remuneration as provided in the Articles of Association.

Each Director will receive a fee of US\$10,000 per annum for acting as a Director of the Company. The aggregate remuneration of the Directors under the arrangements currently proposed is therefore expected to be approximately US\$30,000 (excluding expenses) pro-rated for the period ending December 31, 2004. Since incorporation of the Company no remuneration has been paid and no benefits in kind have been granted to the Directors.

The Company has not made any loans to any of its Directors nor provided any assurance of their benefit.

Annual General Meetings

The Company shall hold an annual general meeting in each year at the place and time determined by the Directors. Notices of such meetings will be dispatched in writing to members entitled to vote thereat at their registered addresses at least 14 clear days prior to the date fixed for the meeting. All notices of meetings will specify the time, place and general nature of the business of the meeting.

Report and Accounts

The financial year end of the Company is December 31 in each year. The first accounts will be made up to December 31, 2004. Copies of the audited financial statements of the Company will be sent to the Shareholders at their registered addresses and to the Bermuda Stock Exchange prior to the annual general meeting in each year but, in any event, within six months of the year end of the Company.

Financial Report

As of the date of this Prospectus, the Company has not commenced business, no dividends have been declared or paid, the directors have not approved any financial statements for laying before a general meeting of the Company, and the auditors have not audited any financial statements of the Company. Since the date of incorporation to the date hereof, there has been no significant change in the financial position of the Company.

The Investment Management Agreement

By the Investment Management Agreement dated April 13, 2004, the Investment Manager has agreed to act as the investment manager of the Company to manage, subject to the overall supervision of the Directors, the investment and reinvestment of the assets of the Company in order to achieve the investment objectives of the Company from time to time laid down by the Directors.

The Investment Manager is entitled to the fees set out under "Fees and Expenses" (*see page 43*) in respect of its services under the Investment Management Agreement.

The Investment Management Agreement is terminable by either the Company or the Investment Manager giving not less than twelve months' notice in writing or at any time after March 31, 2007 (or such shorter notice as the parties may agree to accept) or at any time if the other party commits a material breach of the terms of the agreement without remedying such breach within thirty days of being notified to do so. In addition, either party may terminate the agreement at any time if the other party goes into liquidation (save for voluntary liquidation for the purposes of reconstruction or amalgamation on terms previously approved in writing by the party wishing to terminate) or a receiver is appointed over all for the other or for any of the others' assets.

The Company has agreed to indemnify the Investment Manager from all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Investment Management Agreement (other than those liabilities resulting from fraud, negligence or willful default on the part of the Investment Manager).

The Sub-Advisory Agreement

By the Sub-Advisory Agreement dated April 13, 2004, the Sub-Advisor has agreed to provide research and investment recommendations to the Company and the Investment Manager with respect to Gazprom Shares.

The Sub-Advisor shall be paid by way of remuneration for its services by the Investment Manager, rather than the Company, in respect of its services under the Sub-Advisory Agreement.

The Sub-Advisory Agreement is terminable by any of the Investment Manager or the Company, on the one hand, or the Sub-Advisor, on the other hand, giving not less than three months' notice in writing or at any time after March 31, 2007 (or such shorter notice as the parties may agree to accept) or at any time if any of the other parties commits a material breach of the terms of the agreement without remedying such breach within thirty days of being notified to do so. In addition, any party may terminate the agreement at any time if any other party goes into liquidation (save for voluntary liquidation for the purposes of reconstruction or amalgamation on terms previously approved in writing by the party wishing to terminate) or a receiver is appointed over all for the other or for any of the others' assets.

The Company has agreed to indemnify the Sub-Advisor from all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Sub-Advisory Agreement (other than those liabilities resulting from fraud, negligence or willful default on the part of the Sub-Advisor).

The Administration Services Agreement

By the Administration Services Agreement dated April 13, 2004, the Administrator and Registrar has agreed to provide its services as Administrator and Registrar to the Company. The services to be performed by the Administrator and Registrar will be subject to supervision by the Directors. The Administrator and Registrar will have responsibility for the administration of the affairs of the Company, including the calculation of the Net Asset Value and the Net Asset Value per Share. It will also be responsible for the preparation of the accounts of the Company, shareholder services including that of transfer agent subject to the overall supervision of the Directors, functions of various corporate bodies as required by law, handling the day-to-day business operations, making any and all payments and other settlements, maintaining accurate accounts, corporate books and records, performing any and all filings with governmental authorities and agencies, and retaining licensed auditors to audit the books and records as frequently as may be required by law.

The Administration Services Agreement is terminable by either the Company or the Administrator and Registrar giving not less than two months' notice in writing. However, either party may terminate the Administration Services Agreement with immediate effect at any time in the event that, *inter alia*, a winding-up (or the equivalent thereof in another jurisdiction), liquidation (save for a voluntary liquidation for the purposes of reconstruction or amalgamation on terms previously approved in writing by the party wishing to terminate) or discontinuance of either party has commenced or a receiver is appointed over any assets of either party, or if the other party commits a material breach of the Agreement without remedying such breach within thirty days of notice requiring it to do so.

The Administrator and Registrar is entitled to charge fees for its services as set out under the heading "Administrator and Registrar" in "Fees and Expenses" (*see page 43*).

The Company has agreed to indemnify the Administrator and Registrar from all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Administration Services Agreement (other than those liabilities resulting from fraud, dishonesty, negligence or willful default on the part of the Administrator and Registrar).

The Listing Sponsor Services Agreement

By the Listing Sponsor Services Agreement dated March 9, 2004, the Listing Sponsor has agreed to provide its services as Listing Sponsor to the Company in connection with a listing of the Shares on the Bermuda Stock Exchange. The services to be performed by the Listing Sponsor will be subject to supervision by the Directors and will include ongoing sponsorship services following the Placing.

The Listing Sponsor Services Agreement is terminable by either the Company or the Listing Sponsor giving not less than 10 Business Days' notice in writing. However, either party may terminate the Listing Sponsor Services Agreement with immediate effect at any time in the event that a winding-up (or the equivalent thereof in another jurisdiction) has commenced or a receiver is appointed over any assets of either party, or if the other party commits a material breach of the Agreement without remedying such breach within five Business Days' notice requiring it to do so.

The Listing Sponsor is entitled to charge fees for its services as set out under the heading "Listing Sponsor" in "Fees and Expenses" (*see page 41*).

The Company has agreed to indemnify the Listing Sponsor from all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Listing Sponsor Services Agreement (other than those liabilities resulting from fraud, dishonesty, material negligence or breach of the Listing Sponsor Services Agreement on the part of the Listing Sponsor).

The Subsidiary Administrative Services Agreement

By the Subsidiary Administrative Services Agreement dated April 13, 2004, the Subsidiary Administrator has agreed to provide its services as Subsidiary Administrator to the Cyprus Entities and the Russian Entities. The services to be performed by the Subsidiary Administrator will be subject to supervision by the Directors. The Subsidiary Administrator will have responsibility for the administration and management of the Investment Structure.

The Subsidiary Administrator shall provide the services under the Subsidiary Administrative Services Agreement on a quarter-to-quarter basis. The Subsidiary Administrative Services Agreement is terminable by any of the Company, the Cyprus Entities and the Russian Entities, and the Subsidiary Administrator, by giving not less than thirty days' notice in writing.

The Subsidiary Administrator is entitled to charge fees for its services as set out under the heading "Subsidiary Administrator" in "Fees and Expenses" (*see page 44*).

The Company, the Cyprus Entities and the Russian Entities have agreed to indemnify the Subsidiary Administrator from all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Subsidiary Administrative Services Agreement (other than

those liabilities resulting from negligence or willful default on the part of the Subsidiary Administrator).

The Placement Agreement

By the Placement Agreement dated April 13, 2004, the Placement Agent has agreed to provide its services as Placement Agent to the Company in regard to the Placing. The services to be performed by the Placement Agent will be subject to supervision by the Directors and will include the procuring of Shareholders to subscribe for Shares during the Placing only.

The Placement Agreement is valid for the period of the Placing only and will, therefore, automatically terminate coincident with the Closing Date. The Agreement provides that the Company shall indemnify the Placement Agent against all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Placement Agreement (other than those liabilities resulting from negligence, willful default or bad faith on the part of the Placement Agent).

The Corporate Administrative Services Agreement

By the Corporate Administrative Services Agreement dated April 13, 2004, the Company Secretary has agreed to provide company secretarial and registered office services to the Company.

The Corporate Administrative Services Agreement is terminable by either the Company or the Company Secretary giving not less than one month's notice in writing. However, either party may terminate the Corporate Administrative Services Agreement with immediate effect at any time in the event that the other party commits a breach of its obligations under the Corporate Administrative Services Agreement.

The Company Secretary is entitled to charge fees for its services as set out under the heading "Company Secretary" in "Fees and Expenses" (*see page 44*).

The Company has agreed to indemnify the Company Secretary from all liabilities of whatsoever nature which may be incurred by it performing its obligations under the Corporate Administrative Services Agreement (other than those liabilities resulting from fraud, willful misconduct or gross negligence on the part of the Company Secretary).

Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company since its incorporation and are, or may be, material:

- (1) the Investment Management Agreement referred to above (*see page 67*);
- (2) the Sub-Advisory Agreement referred to above (*see pages 67-68*);
- (3) the Administration Services Agreement referred to above (*see pages 68-69*);

- (4) the Listing Sponsor Services Agreement referred to above (*see page 69*);
- (5) the Subsidiary Administrative Services Agreement referred to above (*see pages 69-70*);
- (6) the Placement Agreement referred to above (*see page 70*) and
- (7) the Corporate Administrative Services Agreement referred to above (*see page 70*).

General

Companies within the group have not since their incorporation been engaged in and are not currently engaged in any litigation or arbitration nor, so far as the Directors are aware, is there any litigation or claim pending or threatened against the Company or any of its subsidiaries.

The auditors have confirmed their acceptance of the appointment as auditors to the Company and have given and have not withdrawn their written consent to the issue of this Prospectus with the references to the auditors in the form and context in which they are included.

In connection with the preparation of this Prospectus, Chadbourne & Parke LLP and Appleby Spurling Hunter have relied upon the information provided to them by the Investment Manager, and have not made any systematic effort to verify the information contained herein.

The Company does not have, nor has it had since its incorporation, any employees.

The Investment Manager will be responsible for paying the preliminary expenses of and incidental to the Placing (including expenses relating to the establishment of the Company in the Cayman Islands, the negotiation and preparation of the contracts to which it is a party, the costs of printing this document and the fees and expenses of its professional advisers). These preliminary expenses are estimated to amount to US\$300,000.

The Company and the Investment Manager have agreed that the Investment Manager will be reimbursed a pro rata amount equal to 0.25% per annum of the average daily Net Asset Value, such fee to be accrued each month and paid quarterly in arrears, subject to the maximum payment not exceeding the estimated cost as above.

Documents available for inspection

Copies of the following documents, as well as all constitutional documentation of the Company may be inspected during usual business hours on any business day for fourteen days from the date of this document free of charge at the registered office of the Company at Clifton House, 75 Fort Street, Grand Cayman, Cayman Islands:

- (1) the Memorandum and the Articles of Association;
- (2) the material contracts referred to in this section;

- (3) the Companies Law;
- (4) the Mutual Funds Law;
- (5) the latest audited financial statements and, if later, unaudited half yearly reports of the Company;
- (6) the written consent of the auditors referred to above; and
- (7) this Prospectus in final form.

DIRECTORS, INVESTMENT MANAGER AND ADVISERS

DIRECTORS OF THE COMPANY

Oleg Jelezko (Russian)
22 Voznesensky Pereulok
Moscow 125009
Russian Federation

Ben Hakham (British)
22 Voznesensky Pereulok
Moscow 125009
Russian Federation

James Keyes (Bermudian)
Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

INVESTMENT MANAGER

Renaissance Capital Investment Management
Limited
Craigmuir Chambers
Road Town
Tortola P.O. Box 71
British Virgin Islands

PLACEMENT AGENT

Renaissance Capital Limited
One Angel Court
Copthall Avenue
London EC2R 7HJ
United Kingdom

SUB-ADVISOR

Renaissance Capital Management Company
Limited (ООО "Управляющая компания
'Ренессанс Капитал")
22 Voznesensky Pereulok
Moscow 125009
Russian Federation

**LISTING SPONSOR/ONGOING
SPONSOR**

Reid Services Limited
41a Cedar Avenue
PO Box HM 1179
Hamilton HM EX
Bermuda

ADMINISTRATOR AND REGISTRAR

Custom House Administration
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