

Dear Shareholder of OJSC “Progress Capital”!

Open Joint-Stock Company “Progress Capital” (hereinafter referred to as the **Company**), in accordance with Section 2 of Article 84.3 of Federal Law No. 208-FZ “On Joint-Stock Companies” (hereinafter referred to as the **JSC Law**) of 26 December 1995, respectfully forwards to you:

6. The Mandatory Offer of Limited Liability Company “Progress Invest” to acquire issuable securities – common registered shares of the Company (“**Mandatory Offer**”);
7. Recommendations of the Board of Directors of the Company with regard to the Mandatory Offer received;
8. A copy of resolution section of the independent appraiser’s – the Closed Joint-Stock Company “Tsentr Professionalnoy Otsenki” – report on market value of securities acquired;
9. A copy of irrevocable bank guarantee of “Deutsche Bank” (Limited Liability Company);
10. A recommended form of an application for sale of securities.

In case you accept this Mandatory Offer, you must, within 70 days of the receipt of the Mandatory Offer by the Company (i.e. beginning with 18 February 2010), present the application for sale of securities either by mail to the address: 398902, Russia, Lipetsk, Angarskaya str., estate 2, OJSC “Progress Capital”, or in person at the following addresses: in Lipetsk: 398902, Russia, Lipetsk, Angarskaya str., estate 2, OJSC “Progress Capital”; in Moscow: 115419, Russia, Moscow, Shabolovka str., house 67. We recommend that you use the “Recommended Form of the Application for Sale of Securities” attached hereto.

The text of the Mandatory Offer and information in connection thereto shall be published on the Company page on the Internet: <http://progressfood.ru/corp/> in the section entitled «Mandatory Offer of LLC “Progress Invest”».

The holders of securities acquired are entitled to familiarize themselves with the independent appraiser’s report on market value of securities acquired in accordance with the procedure provided for by Section 2 of Article 91 of the JSC Law within seven days of the presentation of the relevant requirement at the premises of the executive body of the Company at the address: 398902, Russia, Lipetsk, Angarskaya str., estate 2.

Should you have any questions in connection with the above, do not hesitate to contact us by telephone:

+7 (495) 222-11-98 (in Russian)

Sincerely yours,

OJSC “Progress Capital”