

Share Transfer Contract

This agreement is effective the 4th day of January 2002 and between:

Procter & Gamble AG (hereinafter P&G AG), a corporation organized and existing under the laws of Switzerland, with registered office at Route de Saint-Georges 47, 1213 Lancy 1,

and

Detergent Products AG (hereinafter Detpro) a corporation organized and existing under the laws of Switzerland, with registered office at Route de Saint-Georges 47, 1213 Lancy 1, Switzerland.

Whereas P&G AG is the beneficial owner of 100% of 51 shares of JSC «AK Novomoskovskbytkhim» having a registered office at 30 1670, Tula Oblast, Novomoskovsk, Komsomolskoye, 64, Russia (hereinafter «Novo»).

Whereas P&G AG wishes to transfer the entirety of its shares in Novo to the proprietorship of Detpro.

Witnesseth that the parties hereto have hereby agreed as follows:

1. P&G AG hereby transfers to Detpro without consideration the entirety of its shares in Novo having a book value of USD 20,566,361,87 at January 4, 2002 subject to the approval of the Russian antimonopoly Committee.
2. All fees related to the registration of the shares in the name of Detpro shall be borne by P&G AG.
3. This Agreement shall be construed and governed according to the laws of Switzerland.
4. This Agreement is executed in three copies, one for each party and one for the Russian Antimonopoly Committee.

Procter & Gamble AG	Detergent Products AG
By: Dietmar Soeffing	By: Thomas Gorham
By: Saffeddin Karpat	By: Saffeddin Karpat