

In the matter of an arbitration under the UNCITRAL Arbitration Rules

between

OOO MANOLIUM-PROCESSING

Claimant

v.

THE REPUBLIC OF BELARUS

Respondent

PROCEDURAL ORDER NO. 2

ARBITRAL TRIBUNAL

Juan Fernández-Armesto (Chairman)

Stanimir Alexandrov

Brigitte Stern

ADMINISTRATIVE SECRETARY

Krystle M. Baptista Serna

WHEREAS

1. Pursuant to para. 32 of Procedural Order [“**PO**”] No. 1 of May 17, 2018, the Tribunal issues this PO No. 2 establishing the specific details of the evidentiary hearing [the “**Hearing**”].
2. On 26 June, 2019, the Tribunal sent a draft of this PO No. 2 to the Parties and invited them to comment on it.
3. On July 1, 2019, the Parties and the President of the Arbitral Tribunal held a conference call to discuss the details of PO No.2.
4. The following Procedural Order reflects the agreements reached between the Parties as to the organisation of the Hearing, and the decisions of the Tribunal when no agreement was reached.

PRODEDURAL ORDER No. 2

1. DATES AND VENUE

5. The Hearing will take place at the Peace Palace, The Hague, Netherlands, from July 29 until August 1st, 2019 [**“Days 1, 2, 3 and 4”**, respectively].
6. The Permanent Court of Arbitration [**“PCA”**] has reserved the “Japanese Room” of the Peace Palace as the hearing room. It has also reserved break-out rooms for the Parties and the Tribunal.

2. LOGISTICS

7. The Parties have coordinated the logistic arrangements for the Hearing separately with the PCA Secretariat.

3. ATTENDANCE LIST

8. The following people will attend the Hearing:

On behalf of Claimant

Mr. Vladimir Khvalei	Baker McKenzie
Mr. Grant Hanessian	Baker McKenzie
Mr. Nicholas Kennedy	Baker McKenzie
Ms. Alexandra Shmarko	Baker McKenzie
Ms. Anna Maltseva	Baker McKenzie
Mr. Konstantin Antonyuk	Baker McKenzie

Mr. Aram Ekavyan	Claimant’s General Director
Mr. Andrey Dolgov	General Director of Manolium-Engineering LLC

Witnesses of fact:

Mr. Andrey Dolgov	General Director of Manolium-Engineering LLC
-------------------	--

Expert witnesses:

Mr. Travis Taylor	Versant Partners
Mr. Chris Lake	Ankura

On behalf of Respondent

Mr. David Goldberg	White & Case
Ms. Julia Zagonek	White & Case
Mr. Oleg Volodin	White & Case
Ms. Marina Zenkova	White & Case

Mr. Alexander Sysoev	White & Case
Mr. William Grazebrook	White & Case
Ms. Sushruta Chandraker	White & Case
Mr. Pavel Boulatov	White & Case
Mr. Alexandr Goretsky	Advocate bureau "REVERA"
Ms. Anna Aniskevich	Advocate bureau "REVERA"
Ms. Anastasiya Pavlychenko	Advocate bureau "REVERA"
Ms. Oksana Kotel	Advocate bureau "REVERA"
Ms. Kseniya Filipovich	Advocate bureau "REVERA"
Mr. Eduard Martynenko	Representative of Respondent - Ministry of Justice of the Republic of Belarus

Witnesses of fact:

Mr. Alexander Antonenko	Former employee of MCEC, currently – director at OOO "Old Pepper's Crew"
Mr. Nikolay Akhramenko	Head of investment department, MCEC (Economy Committee)

Expert witnesses:

Mr. Abdul Sirshar Qureshi	PricewaterhouseCoopers
Ms. Tatiana Rukhliada	PricewaterhouseCoopers

The Arbitral Tribunal

Mr. Juan Fernández-Armesto	Chairman
Mr. Stanimir Alexandrov	Co-arbitrator
Mrs. Brigitte Stern	Co-arbitrator

Administrative Secretary

Mrs. Krystle M. Baptista

PCA

Ms. Evgeniya Goriatcheva
Ms. Erin Vaccaro

Court reporter

Ms. Dawn Larson

4. ALLOCATION OF TIME AND SCHEDULE OF THE HEARING

9. Each Hearing day will start at 9h00 and last a maximum of eight and a half hours, including a one and a half hour lunch break and two 15 minutes coffee breaks. The only exception will be Day 1, which shall start at 9h30.

10. Time will be allocated equally between the Parties under the control of the Tribunal.
11. The timing of pleadings shall be as follows:
12. Day 1: the first day of the Hearing will be devoted to the Parties' Opening Statements, which shall include the Parties' positions on jurisdiction, merits and quantum. Each Party will have a maximum of three hours for their Opening Statements. Claimant shall begin, followed by Respondent.
13. Day 2: the Hearing will proceed with the examination of fact witnesses in the following order:

Mr. Andrey Dolgov, followed by
Mr. Alexander Antonenko or
Mr. Nikolay Akhramenko.
14. Day 3: the Hearing will continue with the examination of the remaining fact witnesses (if any) and the expert witnesses in the following order:

Mr. Travis Taylor and Mr. Chris Lake, followed by
Mr. Abdul Sirshar Qureshi and Ms. Tatiana Rukhliada.
15. Day 4: The morning of the fourth day will be devoted to the examination of the remaining expert witness (if any).
16. The afternoon of Day 4 will be devoted to the Arbitral Tribunal's deliberation and possible discussion of questions to be addressed by the Parties in their post-hearing submissions
17. Unless the Tribunal reconsiders this during the course of the Hearing based on the circumstances of the case and the Parties' requests, there will be no need for oral closing arguments.
18. The Administrative Secretary will act as the timekeeper and use a chess clock approach to preserve equal time distribution between the Parties. Time spent during questions posed by the Tribunal and on answers to those questions, as well as time for administrative or organizational matters will not be counted against the time of any Party. Time spent dealing with objections from a Party shall not be counted against any Party's time.

5. EXAMINATION OF WITNESSES AND EXPERTS

19. Fact and expert witnesses will be examined by Counsel as follows:
 - The Party who proposed the witness shall start with the direct examination which shall be limited to a brief introduction that shall not exceed 15 minutes;
 - The cross-examination by the Counterparty will follow, and shall be limited to the scope of the fact or expert witness' statement or expert report, subject to the possibility that, with the authorization of the Tribunal and for good

cause, the examination may be extended to other issues within the witness's knowledge;

- The examination will conclude with the re-direct by the Party who proposed the witness, as the case may be, and shall be limited to the scope of the cross-examination.

Direct examination of expert witnesses may be substituted by a 20 to 25 minutes presentation by the expert.

20. Each Party shall have a total of 5 hours for the examination of the fact and expert witnesses, including direct examination, cross-examination and re-direct.
21. The Tribunal will be entitled to pose questions to the fact and expert witnesses at any moment during the examination.
22. Agents of the Parties and expert witnesses may be present at the Hearing at all times. Unless otherwise decided by the Tribunal, fact witnesses may only be present at the Hearing once they have testified.

6. TRANSCRIPTION

23. The Parties agree that the Hearing will be transcribed by the court reporter Ms. Dawn Larson (Worldwide Reporting LLP).

7. INTERPRETATION

24. The language of this arbitration is English¹. The Parties have agreed to secure the interpretation services (English-Russian-English) of Ms. Van Erkel and Mr. Mikheyev for the Hearing².

8. HEARING MATERIALS

25. Demonstrative exhibits (such as PowerPoint slides, charts, tabulations, etc.) may be used at the Hearing, provided they contain no new evidence. Each Party shall number its demonstrative exhibits consecutively, e.g. "HC-1", "HC-2", etc. for Claimants and "HR-1", "HR-2", etc. for Respondent. Demonstrative exhibits shall reference the source of the information from the record (e.g. pleading, witness statement, expert report, exhibit, legal authority, with a pinpoint citation). The Party submitting such exhibits shall provide them in hard copy to the other Party, the Tribunal Members, the Administrative Secretary, the PCA, the court reporter(s) and interpreter(s) at the Hearing.
26. The Parties have agreed to exchange all demonstrative exhibits in electronic form by 18h00 GMT on July 24, 2019.
27. The Tribunal would find it useful to have all the submissions and accompanying documents available in a single electronic device at the Hearing. The Parties shall prepare a joint USB key containing an electronic copy of the entire case file that

¹ Para. 66 of the Terms of Appointment.

² Respondent and Claimant's email dated May 21, 2019.

includes all pleadings, witness statements, expert reports, exhibits and legal authorities, as well as a consolidated hyperlinked index of all these documents, to be handed to each Tribunal Member, the PCA and the Administrative Secretary at the beginning of the first Hearing session.

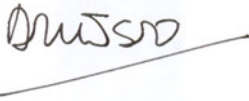
28. Pursuant to para. 51 of PO No. 1, no evidence shall be admissible, except
- for that already in the record, or
 - for evidence authorized *ex ante* by the Tribunal, upon motivated request from one Party and after having heard the Counterparty.

9. HEARING BUNDLES

29. Each Party will circulate a bundle of exhibits and legal authorities for cross-examining witnesses [**“Cross-Examination Bundles”**]. The Cross-Examination Bundles shall contain no new evidence. Each Party shall provide its Cross-Examination Bundle in electronic copy to the other Party, the Tribunal, the Administrative Secretary, the PCA and the court reporter at the Hearing.

10. POST-HEARING SUBMISSIONS

30. The Tribunal will determine at the end of the Hearing if Post-Hearing submissions are necessary, in consultation with the Parties³.
31. Statements of costs shall be filed simultaneously on a date to be agreed by the Tribunal with the Parties at the end of the Hearing⁴.



Juan Fernández-Armesto
Chairman

Date: July 10, 2019

³ Para. 48 of PO No. 1.

⁴ Para. 49 of PO No. 1.